AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE FIRST ALLIANCE CHURCH OF THE CHRISTIAN AND MISSIONARY ALLIANCE INC

These Restated Articles correctly set forth the provisions of the articles of incorporation as theretofore amended, they have been duly adopted as required by law, and they supersede the original articles of incorporation and all amendments thereto related to this corporation.

ARTICLE I
NAME

The name of the corporation is The First Alliance Church of The Christian and Missionary Alliance, Inc. (referred to herein as the "Church").

ARTICLE II
PURPOSES, ECCLESIASTICAL AUTHORITY AND POWERS

Section 2.1. Purposes and Ecclesiastical Authority. The Church is organized and shall be operated exclusively as a member church of The Christian and Missionary Alliance, a church denomination which operates legally as a Colorado nonprofit corporation, headquartered in Reynoldsburg, Ohio (the "C&MA"). Accordingly, the Church shall operate solely under the ecclesiastical authority of, and be subject to the usages, doctrines and teachings of, the C&MA as set forth in The Manual of The Christian and Missionary Alliance; as such manual may be amended from time to time by the C&MA (the "Manual"). Without limiting the foregoing, the purposes of the corporation shall include promulgating such doctrines and teachings, preaching the Gospel to every creature, edifying the Christians through the education of God's word, promoting spiritual fellowship among God's people on the basis of the biblical faith, and promoting religious activities and to further other religious, educational, and charitable work to that end. In addition, this corporation shall be organized and operated exclusively for religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 2.2. Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth herein, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of the State and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law. Subject to any limitations in the bylaws of the Church, the Church may acquire, own, dispose of, improve, encumber, and convey property, real and personal, for the Church's purposes, in conformity with the laws of the state where the property is situated.

Section 2.3. Restrictions on Powers.

(a) No part of the net earnings of the Church shall inure to the benefit of or be distributable to any director or officer of the Church or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Church

affecting one or more of its purposes), and no director or officer of the Church or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Church or otherwise.

(b) No substantial part of the activities of the Church shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the Church is an organization to which section 501(h) of the Internal Revenue Code applies and the Church has effectively elected to have such section apply, the Church shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. When required by law, the Church shall not participate 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.

(c) The Church shall hold all of its real and personal property in trust for the District and the C&MA. All of the Church's real and personal property shall be subject to the applicable property reversion provisions in the Manual.

(d) Upon dissolution of the Church, or upon the Church's termination as a member church of The Christian and Missionary Alliance, all of the Church's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The District shall have first priority to receive all such assets, and the C&MA shall have second priority. If neither the District nor the C&MA are eligible to receive all such assets, then the board of directors shall determine the recipient organizations and their respective shares and interests.

(e) Notwithstanding any other provision of these articles of incorporation, the Church shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code and if at any time the Church is a "private foundation" as defined in section 509(a) of the Internal Revenue Code, then during such period of time:

(1) The Church shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;

(2) The Church shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;

(3) The Church shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;

(4) The Church shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Church, within the meaning of section 4944 of the

Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and

(5) The Church shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

(f) All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE III
MEMBERS

Section 3.1. Types of Members. The Church shall have an Ecclesiastical Member and General Members. The Ecclesiastical Member shall be the district of the C&MA having jurisdiction over the Church; as such district may be determined from time to time by the C&MA (the "District"). Subject to the rights granted to the Ecclesiastical Member in these articles of incorporation, the qualifications, rights and manner of admission for the General Members shall be as set forth in the bylaws.

Section 3.2. Exercise of Ecclesiastical Authority. The ecclesiastical authority of the C&MA over the Church shall be exercised through the District. Without limiting the foregoing, the District shall at all times have the responsibility in accordance with and subject to the requirements of the Manual to determine the status of the Church as either a "Developing Church" or an "Accredited Church."

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1. General. The management of the affairs of the Church shall be vested in a board of directors, which shall be equivalent to the 'governance authority" described in the Manual, except as otherwise provided under applicable law, these articles of incorporation or the bylaws of the Church. The number of directors, their classifications, if any, and their terms of office shall be as provided from time to time in the bylaws.

Section 4.2. Election and Removal of the Board of Directors. At any time in which the Church is a "Developing Church," the Ecclesiastical Member shall have the sole responsibility to elect and remove all members of the board of directors of the Church. At any time in which the Church is an "Accredited Church," members of the board of directors of the Church shall be elected and removed in accordance with the bylaws of the Church.

Section 4.3. Liability of Directors. The liability of a director shall be eliminated or limited to the fullest extent permitted under the laws of the State. If the laws of the State hereafter are amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Church, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by applicable law.

Any repeal or modification of this section shall be prospective only and shall not adversely affect any right or protection of a director of the Church existing at the time of such repeal or modification.

ARTICLE V
BYLAWS

Section 5.1. Scope. The bylaws adopted by the Church shall include all provisions in the Manual applicable to member churches of the C&MA and may contain additional provisions for the managing and regulating of the affairs of the Church that are consistent with law, these articles of incorporation and the Manual. The District shall have the sole authority to determine any inconsistency between the bylaws and the Manual.

Section 5.2. Adoption and Amendments. At any time in which the Church is a "Developing Church," the Ecclesiastical Member shall have the sole authority to adopt and amend the bylaws. At any time in which the Church is an "Accredited Church," the bylaws may be amended in accordance with the bylaws of the Church.

ARTICLE VI
AMENDMENTS

The board of directors shall have the power and authority to amend these articles of incorporation to the extent provided under the laws of the State, provided that no such amendment shall be effective unless approved in writing by the District.

ARTICLE VII
MISCELLANEOUS STATE LAW PROVISIONS

Section 7.1. Governing Law. The Church is organized under the laws of the Commonwealth of Kentucky (the "State").

Section 7.2. Voting Members. The Church shall have voting members. The voting rights of each such voting member shall be limited to those rights expressly granted to such member in these articles of incorporation or in the bylaws of the Church.

Section 7.3. Duration. The Church shall have perpetual duration.