

NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

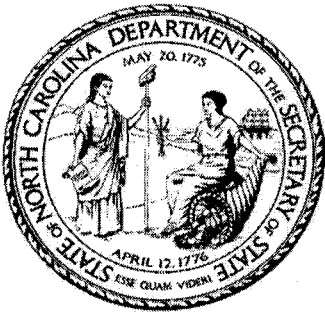
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF RESTATEMENT

OF

BASIC NEEDS MINISTRY

the original of which was filed in this office on the 6th day of July, 2004.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 6th day of July, 2004

Elaine F. Marshall

Secretary of State

**ARTICLES OF RESTATEMENT
OF
BASIC NEEDS MINISTRY**

Pursuant to §55A-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Restatement for the purpose of integrating into one document its original Articles of Incorporation and all amendments thereto and also for the purpose of amending its Articles of Incorporation:

1. The name of the corporation is Basic Needs Ministry.

2. Attached hereto as an exhibit and hereby incorporated by reference are the amended and restated Articles of Incorporation.

3. The first amendment to the corporation's Articles of Incorporation adopted is the deletion of Articles 1 through 12 of the Articles of Incorporation (along with the attached provisions following the said Articles of Incorporation) in their entirety and the substitution therefor of the following new Articles 1 through 10:

" 1. The name of the corporation is Basic Needs Ministry.

2. The corporation is a charitable or religious corporation within the meaning of North Carolina General Statutes Section 55A-1-40(4).

3. a. The purpose for which the corporation is organized is to provide for and care for the needy and less fortunate by providing or making available low priced and/or free clothing and other household or personal items, among other things, to those in need. The corporation's purposes shall also include the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 or the

corresponding provision of any future United States Internal Revenue Law. In pursuance of the foregoing purposes, the corporation may exercise all the rights and powers conferred on non-profit corporations by the North Carolina Non-Profit Corporation Act and may engage in all other lawful activities as provided therein for non-profit corporations. The corporation may also do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

b. The purposes for which the corporation is organized are exclusively religious, charitable, 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.

c. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on (1) 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 or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

d. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

4. The corporation shall have no members.

5. The address of the registered office and principal office of the corporation is 1413 Kenbrook Drive, Garner, Wake County, North Carolina 27529-4447 and the name of the corporation's registered agent at such address is Ronald Lee Still.

6. The directors of the corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors constituting the board of directors shall be one (1); and the name and address of the person who is to serve as director until his successors are elected or appointed and qualify is Ronald Lee Still, 1413 Kenbrook Drive, Garner, North Carolina 27529-4447.

7. To the fullest extent permitted by the North Carolina Non-Profit Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable to the corporation or any of its shareholders for monetary damages for breach of any duty as a director. No amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

8. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any of the corporation's officers, directors, trustees, or members, 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 3 hereof.

9. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of the residual assets of the corporation (a) exclusively for the stated purposes of the corporation, or (b) to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any future Internal Revenue Code, or (c) to federal, state, or local governments to be used for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes, or to such governments, as said Court shall determine, for such purposes.

10. The name and address of the incorporator is Ronald Lee Still, 1413 Kenbrook Drive, Garner, North Carolina 27529-4447."

4. The date of adoption of these amendments and the amended and restated Articles of Incorporation was the 21st day of June, 2004.

5. Member approval for these amendments and the amended and restated Articles of Incorporation was not required since the corporation does not have any members.

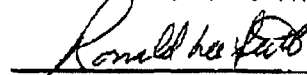
6. These amendments and the amended and restated Articles of Incorporation were adopted by the corporation's Board of Directors as required by Chapter 55A of the General Statutes of North Carolina.

7. These articles will become effective upon filing with the office of the Secretary of State of the State of North Carolina.

This the 21st day of June, 2004.

BASIC NEEDS MINISTRY

By:



Ronald L. Still, President and Director

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BASIC NEEDS MINISTRY
A Non-Profit Corporation**

Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a non-profit corporation.

1. The name of the corporation is Basic Needs Ministry.
2. The corporation is a charitable or religious corporation within the meaning of North Carolina General Statutes Section 55A-1-40(4).

3. a. The purpose for which the corporation is organized is to provide for and care for the needy and less fortunate by providing or making available low priced and/or free clothing and other household or personal items, among other things, to those in need. The corporation's purposes shall also include the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. In pursuance of the foregoing purposes, the corporation may exercise all the rights and powers conferred on non-profit corporations by the North Carolina Non-Profit Corporation Act and may engage in all other lawful activities as provided therein for non-profit corporations. The corporation may also do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

b. The purposes for which the corporation is organized are exclusively religious, charitable, 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.

c. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on (1) 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 or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

d. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

4. The corporation shall have no members.

5. The address of the registered office and principal office of the corporation is 1413 Kenbrook Drive, Garner, Wake County, North Carolina 27529-4447 and the name of the corporation's registered agent at such address is Ronald Lee Still.

6. The directors of the corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors constituting the board of directors shall be one (1); and the name and address of the person who is to serve as director until his successors are elected or appointed and qualify is Ronald Lee Still, 1413 Kenbrook Drive, Garner, North Carolina 27529-4447.

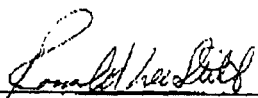
7. To the fullest extent permitted by the North Carolina Non-Profit Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable to the corporation or any of its shareholders for monetary damages for breach of any duty as a director. No amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

8. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any of the corporation's officers, directors, trustees, or members, 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 3 hereof.

9. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of the residual assets of the corporation (a) exclusively for the stated purposes of the corporation, or (b) to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any future Internal Revenue Code, or (c) to federal, state, or local governments to be used for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes, or to such governments, as said Court shall determine, for such purposes.

10. The name and address of the incorporator is Ronald Lee Still, 1413 Kenbrook Drive, Garner, North Carolina 27529-4447.

This the 21st day of June, 2004.



Ronald Lee Still, Incorporator

