OFFICE OF THE

PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

WINGS MINISTRY

2282580

The Public Regulation Commission certifies that the Articles of Incorporation, duly signed and verified pursuant to the provisions of the

NONPROFIT CORPORATION ACT
(53-8-1 to 53-8-99 NMSA 1978)

have been received by it & are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the Public Regulation Commission issues this Certificate of Incorporation & attaches hereto, a duplicate of the Articles of Incorporation.

Dated: SEPTEMBER 11, 2002

In testimony whereof, the Public Regulation of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to affixed at the City of Santa Fe.

Chairwoman

for Bureau Chief

DANIEL ERDMAN
3502 Anderson S.E.
Albuquerque, NM 87106

JAIME GRIFFIN
1112 Los Tomases Dr. N.W.
Albuquerque, NM 87102

CEL VIGIL
1331 Park Ave. S.W. #408
Albuquerque, NM 87102

LISA PFEFFERLE
7130 Bellrose N.E.
Albuquerque, NM 87110

ARTICLE VII

The name and address of the incorporator is ANN EDENFIELD, 2226 B Wyoming N #130, Albuquerque, New Mexico 87112.

ARTICLE VIII

1. This corporation shall have and may exercise all powers and rights conferred u corporations, organized and existing under the New Mexico Nonprofit Corporation Act, and additional powers and rights conferred upon such corporations by subsequent legislative a subject only to the provisions of Sections 2 and 3 of this Article VIII.

2. No part of the net earnings of this corporation shall inure to the benefit of director, officer or other individual, or to the benefit of any organization not qualified for exemption under Sec. 501(c) of the Internal Revenue Code, provided that the corporation may reasonable compensation for services actually rendered to or for the corporation.

3. The corporation shall exercise only such powers as are in furtherance of exe purposes of organizations set forth in the Subsection of Sec. 501(c) of the Internal Revenue C of 1954, under which the corporation chooses to qualify for exemption, as the same now exist as it may be amended from time to time.

ARTICLE IX

In the event of the dissolution of the corporation, no portion of the assets of the corporation shall be distributed to any person or organization which is not a person or organization organized and operated exclusively for religious, charitable, scientific, literary or educational purposes and qualified as such under Sec. 501(c) of the Internal Revenue Code of 1986, as amended, or other similar legislation.

ARTICLE X

A director shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director unless:

(1) the director has breached or failed to perform the duties of the director's office in compliance with Section 53-8-25.1 NMSA 1978, as amended, and

(2) the breach or failure to perform constitutes willful misconduct or recklessness.

ARTICLE XI

The corporation shall indemnify its directors and officers, to the maximum extent permitted by law, against all liabilities of every nature arising directly or indirectly from service as a director, officer or agent of the corporation. The indemnification required by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs and personal representatives of such a person.

The corporation shall have the power to purchase and maintain insurance on behalf of any director, officer or agent of the corporation (collectively, "Agent") against any liability asserted against or incurred by the Agent in any such capacity or arising out of the Agent's status as such,

whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article. Any such insurance may be procured from any insurance company designated by the Board of Directors, including any insurance company in which the corporation shall have any equity or other interest through stock ownership or otherwise.

DATED: September 9, 2002.

Ann Edenfield

ANN EDENFIELD, Incorporator

STATE OF NEW MEXICO)
) ss.
COUNTY OF BERNALILLO)

This instrument was acknowledged before me on September 9, 2002, by ANN EDENFIELD.

OFFICIAL SEAL
WILLIAM T. SMITH
Notary Public • New Mexico
My Commission Expires 1/8/2004

Notary Public

My commission expires: 1/8/2004

WINGS MINISTRY

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT

BY DESIGNATED INITIAL REGISTERED AGENT

FILED IN OFFICE OF
NM PUBLIC REG. COMMISSION
SEP 11 2002
CORPORATION BUREAU

To: The PUBLIC REGULATION COMMISSION
STATE OF NEW MEXICO

STATE OF NEW MEXICO
COUNTY OF BERNALILLO

On this 7th day of September 2002, before me, a Notary Public in and for the State and County aforesaid, personally appeared ANN EDENFIELD, who is to me known to be the person and who acknowledged to me that the undersigned individual does hereby accept the appointment as the Initial Registered Agent of WINGS MINISTRY, the corporation which is named in the annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation pursuant to the provisions of the Nonprofit Corporation Act of the State of New Mexico.

Ann Edenfield
Registered Agent's Signature

OFFICIAL SEAL
WILLIAM T. SMITH
Notary Public • New Mexico
My Commission Expires 1/8/2004

Notary Public

My commission expires: 1/8/2004

RECEIVED
SEP 11 2002
N.M. ST. CORP. COMM.
CORPORATION DEPT.

TSII.WS0383.WPD

TAX, ESTATE & BUSINESS LAW, N.A., LLC

Thomas Smidt II
Attorney at Law
E-mail: TSMIDT2
@AOL.COM

4217 Montgomery Blvd. N.E.
Albuquerque, New Mexico 87109
Telephone: (505)830-2200
Facsimile: (505)830-4400

William T. Smith
Legal Assistant
E-mail: WS AT TEBL
@AOL.COM

May 29, 2003

Ann Edenfield
2226 B Wyoming N.E., #130
Albuquerque, New Mexico 87112

Re: Wings Ministry

Dear Ann:

The Public Regulation Commission has approved the Articles of Amendment To The Articles of Incorporation for Wings Ministry and has issued a Certificate of Amendment for your nonprofit organization.

The original Certificate of Amendment with attached original Articles of Amendment are enclosed, along with a cover letter from the PRC.

Call us if you have any questions.

Sincerely yours,

TAX, ESTATE AND BUSINESS LAW, N.A., LLC

By: Tom Smidt
Thomas Smidt II

TSII/ws
Enclosures

TSII.WS2112.WPD

NEW MEXICO PUBLIC REGULATION COMMISSION

COMMISSIONERS

DISTRICT 1 HERB H. HUGHES
DISTRICT 2 DAVID KING
DISTRICT 3 JEROME D. BLOCK
DISTRICT 4 LYNDA M. LOVEJOY
DISTRICT 5 E. SHIRLEY BACA

CORPORATION DEPARTMENT

1120 Paseo de Peralta/P.O. Box 1269
Santa Fe, NM 87504-1269
(505) 827-4508
1-800-947-4722

MAY 28, 2003

RECEIVED MAY 29 2003

TAX, ESTATE & BUSINESS LAW, NA, LLC
4217 MONTGOMERY BLVD. NE
ALBUQUERQUE ,NM 87109

RE: WINGS MINISTRY
SCC#2282580

THIS COMMISSION HAS APPROVED AND FILED THE ARTICLES OF AMENDMENT (REFERENCE #3263357) FOR THE ABOVE CAPTIONED CORPORATION EFFECTIVE MAY 12, 2003. ENCLOSED IS THE CERTIFICATE OF AMENDMENT WHICH SHOULD BECOME A PERMANENT DOCUMENT OF THE CORPORATION'S CORPORATE RECORDS.

THE ATTACHED CERTIFICATE DOES NOT CONSTITUTE AUTHORIZATION FOR THE ABOVE REFERENCED CORPORATION TO TRANSACT ANY BUSINESS WHICH REQUIRES COMPLIANCE WITH OTHER APPLICABLE FEDERAL OR STATE LAWS, INCLUDING, BUT NOT LIMITED TO, STATE LICENSING REQUIREMENTS. IT IS THE CORPORATION'S SOLE RESPONSIBILITY TO OBTAIN SUCH COMPLIANCE WITH ALL LEGAL REQUIREMENTS APPLICABLE THERETO PRIOR TO ENGAGING IN THE BUSINESS FOR WHICH IT HAS OBTAINED THE ATTACHED CERTIFICATE OF AMENDMENT.

YOUR CANCELLED CHECK, AS VALIDATED BY THIS COMMISSION, IS YOUR RECEIPT. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CHARTERED DOCUMENT DIVISION AT (505) 827-4511 FOR ASSISTANCE.

CHARTERED DOCUMENT DIVISION
RNA

In testimony whereof, the Public Regulation of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to affixed at the City of Santa Fe.

Lynda Lovejoy

Chairwoman

Ben E Chavez

FILED IN OFFICE OF
NM PUBLIC REG. COMMISSION

MAY 12 2003

CORPORATION BUREAU

ARTICLES OF AMENDMENT

TO THE ARTICLES OF INCORPORATION OF

WINGS MINISTRY

Pursuant to the provisions of Section 53-8-37 NMSA 1978 of the Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE: The name of the corporation is WINGS MINISTRY.

ARTICLE TWO: The following amendment to the Articles of Incorporation was adopted by the corporation on May 9, 2003 in the manner prescribed by the New Mexico Nonprofit Corporation Act: Wherever in the Articles of Incorporation of WINGS MINISTRY the term "Sec. 501(c) of the Internal Revenue Code" appears, such reference shall be stricken and replaced with the term "Sec. 501(c)3 of the Internal Revenue Code".

ARTICLE THREE: No members are entitled to vote thereon, therefore, the vote of a majority of the Board of Directors in office voted for adoption of said amendment at its meeting on May 8, 2003.

Dated: May 9, 2003

WINGS MINISTRY

By: Ann L. Edenfield
ANN L. EDENFIELD, Its President

and Cathy Pfefferle
CATHY PFEFFERLE, Its Secretary

RECEIVED

MAY 12 2003

NM PUBLIC REG. COMM.
CORPORATION BUREAU

TSII.WS2007.WPD

FILED IN OFFICE OF
NM PUBLIC REG. COMMISSION
MAY 12 2003
CORPORATION BUREAU

I verify that I am one of the corporate officers who signed the foregoing document executed by the corporation, and that the statements contained therein are true and correct to the best of my knowledge.

Ann L. Edenfield
ANN L. EDENFIELD, President

STATE OF NEW MEXICO)
) ss.
COUNTY OF BERNALILLO)

I certify that on May 9, 2003, ANN L. EDENFIELD, being duly sworn, declared he/she is one of the corporate officers who signed the foregoing document executed by the corporation, and that the statements contained therein are true.

OFFICIAL SEAL
WILLIAM T. SMITH
Notary Public • New Mexico
My Commission Expires 1/7/2004

Notary Public

My commission expires: 1/7/2004