

FILED
In the Office of the
Secretary of State of Texas
FEB 07 2012

Corporations Section

AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
PIFM PAY IT FORWARD MINISTRIES CORP.

ARTICLE I

PIFM Pay It Forward Ministries Corp. (the "*Corporation*"), pursuant to the provisions of Section 3.059 of the Texas Business Organizations Code (including any successor statute, the "*TBOC*"), hereby adopts this Amended and Restated Certificate of Formation (the "*Restated Certificate*") which accurately copies the Certificate of Formation originally filed with the Texas Secretary of State on November 12, 2010 and all amendments thereto that are in effect to date (the "*Certificate of Formation*") and as further amended by such Restated Certificate as hereinafter set forth and which contains no other change in any provision thereof except for the information permitted to be omitted by the provisions of the TBOC.

ARTICLE II

The Certificate of Formation is amended by the Restated Certificate as follows (the "*Amendments*"):

- Articles I through V of the Certificate of Formation are amended in their entirety and restated as provided in Articles I through V of the Restated Certificate.
- Articles VI through X are added to the Restated Certificate.

ARTICLE III

The Amendments have been effected in conformity with the provisions of the TBOC, and the Restated Certificate was approved and adopted in the manner required by the TBOC and by the governing documents of the Corporation.

ARTICLE IV

Upon the issuance of the Restated Certificate by the Texas Secretary of State, the Certificate of Formation shall be superseded and the Restated Certificate shall be deemed to be the Corporation's Certificate of Formation.

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ARTICLE ONE

The filing entity being formed is a nonprofit corporation. The name of the filing entity being formed is "PIFM Pay It Forward Ministries Corp." (the "Corporation").

ARTICLE TWO

The street address of the initial registered office of the Corporation is 1 Haven for Hope Way, San Antonio, Texas 78207, and the name of the registered agent of the Corporation at such office is Brad Duphorne.

ARTICLE THREE

The number of directors will be fixed by the Bylaws of the Corporation and may be increased or decreased from time to time by amendment thereto, but no decrease will have the effect of shortening the term of any incumbent director and the number will never be less than three (3). The term of office for directors will be fixed by the Bylaws of the Corporation. The number of directors constituting the initial Board of Directors of the Corporation will be eleven (11), and the names and addresses of the persons who are to serve as the initial directors until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Brad Duphorne	609 E. Olmos Dr. San Antonio, Texas 78212
Courtney Duphorne	609 E. Olmos Dr. San Antonio, Texas 78212
Cathryn LeVrier	130 Luther Dr. San Antonio, Texas 78212
Richard Hamner	10411 Chrystal View Universal City, Texas 78148
Leanne Kelly	242 Lynwood Ave. San Antonio, TX 78212

ARTICLE EIGHT

The Corporation has the power to indemnify its directors, officers, employees and agents and to purchase and maintain liability insurance for those persons to the fullest extent permitted by the Texas Business Organizations Code (the "BOC"), now in effect or hereafter amended.

ARTICLE NINE

To the fullest extent not prohibited by law, a director of the Corporation will not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director, except for liability of a director for (a) a breach of the director's duty of loyalty to the Corporation, (b) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law, (c) a transaction (which transaction may in no case violate the restrictions set forth in Article Five) from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, or (d) an act or omission for which the liability of a director is expressly provided by an applicable statute.

If the BOC hereafter is amended to authorize further limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on the personal liability provided herein, is limited to the fullest extent permitted by the BOC, as amended. No amendment to or repeal of this Article Nine will apply to or have any effect upon the liability or alleged liability of any director of the Corporation for or with respect to any act or omission of such director occurring prior to such amendment or repeal.

ARTICLE TEN

Any action required by the BOC to be taken at a meeting of the directors of the Corporation (or any action that may be taken at a meeting of the directors of the Corporation or any committee of the Corporation) may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of directors or committee members as would be necessary to take that action at a meeting at which all of the directors or committee members were present and voted.

EXECUTION

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Dated: October 6, 2011



Brad Duphorne, President