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FLORIDA NON-PROFIT CORPORATION

HOLY ROCK TABERNACLE, INCORPORATED

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**ARTICLES OF INCORPORATION
OF
HOLY ROCK TABERNACLE, INCORPORATED**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be HOLY ROCK TABERNACLE, INCORPORATED and its principal address shall be 1031 Ives Dairy Road, Miami, Florida 33179.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The name and address of the current registered agent and registered office are:

Registered Agent: Dr. Alexander Akpodiete, Esq.
Registered Office: 1031 Ives Dairy Road, #229,
Miami, Florida 33179.

This Instrument Prepared by
Alexander O. Akpodiete, Esq.
1031 Ives Dairy Road, Suite 229, P.O. Box 694144, Miami, Florida 33169
(305) 914-5688. (305) 914-5696 Fax
Florida Bar No. 17728

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ARTICLE IV

The current Board of Trustees (Directors) shall be three in number, their names and addresses being as follows:

- Alexander Osondu Akpodiete, 1031 Ives Dairy Road, #228, Miami, Florida 33179;
- Brenda Ada Obamwonyi, 2014 Burnside Drive, Frederick, MD 21702;
- Claudette Elaine Akpodiete, 1031 Ives Dairy Road, #228, Miami, Florida 33179.

ARTICLE V

The purposes for which the corporation is organized are: to operate exclusively for religious, charitable, educational and distinct ecclesiastical purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or any superseding statute thereto, and such purposes shall include the following:

- (a) Religious
- (b) To conduct a local church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all of the Commandments and provisions as set forth in the Holy Bible, the irrevocable word of God. Pursuant thereto, the following activities and guidelines shall be established:

- i. A recognized Creed, Code of Doctrine, discipline and form of worship shall be established.

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- ii. An ecclesiastical form of government shall be established.
- iii. Ordination of ministers upon completion of the prescribed course of study, designated by this church ministry.
- iv. An organization of ministers shall be established to minister to the congregation of HOLY ROCK TABERNACLE, INCORPORATED.
- v. Establishment of a congregation membership based upon acceptance of a recognized creed and belief and support of the church.
- vi. Spread the Word of the Gospel through seminars, radio, television, establishment of church literature, and other forms of mass media for the purpose of educating the individual in the Word of God.
- vii. Establishment of various religious services pursuant to the recognized Creed, form of worship, code of doctrine and discipline of the church and the establishment of Sunday Schools and religious Schools for Christians and educational instruction to the young and the old.
- viii. Establishing a Bible Training School or School of Theology (not considered an accredited educational

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institution) for the preparation of ministers who minister to HOLY ROCK TABERNACLE, INCOPORATED.

- (c) Minister the Word of God to the faithful, and all others.
- (d) Promote and encourage, through the ministry of the organization, cooperation with other organizations ministering within the community.
- (e) To acquire and hold such property, either real or personal, for church purposes, as may be necessary for its membership and the worship of God.
- (f) Establish a community center for people to gather and fellowship.
- (g) Organize a Health, fitness and HIV/AIDS Awareness program.

ARTICLE VI

In accordance with and in addition to the powers conferred by the laws of the State of FLORIDA, THE Non-profit Corporation shall have the following powers:

- (a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.
- (b) To raise and assist in raising funds for the purposes herein set forth, including the issuance

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- of bonds or other instrument of credit.
- (c) To acquire, own, lease, mortgage and dispose of property, both real and personal.
- (d) To conduct and carry on religious services and instruction through the public media, including electronic broadcasting, AM and FM radio, telecasting, microwave distribution, closed circuit transmission, and cable television.
- (e) To acquire, own and operate such broadcasting and/or telecasting facilities.
- (f) To accept property and donations in trust for religious or charitable purposes.
- (g) To acquire, hold, own, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic or foreign, as investments or otherwise, in carrying out any of the purposes of the corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.

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ARTICLE VII

HOLY ROCK TABERNACLE, INCORPORATED is not organized for pecuniary gain or profit, nor shall it have any power to issue certificates of stocks or declare dividends, and no part of its net earnings shall inure to the benefit of any members, directors, trustees or individuals, except that HOLY ROCK TABERNACLE, INCORPORATED shall be authorized and empowered to pay and to be paid a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of HOLY ROCK TABERNACLE, INCORPORATED shall be carrying on of propaganda or otherwise attempting to influence legislation, and HOLY ROCK TABERNACLE, INCORPORATED shall not participate in or make statements of a political campaign. Notwithstanding any other provisions of these Articles, HOLY ROCK TABERNACLE, INCORPORATED shall not carry on any other activities not permitted to be carried on by:

- (a) A corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or,

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- (b) A corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law.
- (c) In the event of dissolution of this corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all of the business, property and assets of the corporation shall go and be distributed to such non-profit corporation qualifying as an organization exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended or any superseding statute thereof, and as an organization qualifying as a public charity under the provisions of Section 509 (a) (1) of the Internal Revenue Code of 1954 as amended, or any superseding statute, as the directors or trustees of the corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum

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subscribed, donated or contributed by such members, or for any other such purpose. Any such assets not so disposed of by the District Court of the County in which the principal office of the corporation is located, exclusively for such purposes, or the organizations as said Court shall determine, which are organized and operated exclusively for such purposes. Special provisions authorized or permitted by statute to be contained in the Article of Incorporation are shown as follows:

ARTICLE VIII

This corporation is organized pursuant to the provisions of the FLORIDA Non-profit Corporation Code. All trustees of this corporation now in good and regular standing, and such other members as the Board of Trustees shall from time to time admit to membership, shall be members of this corporation.

ARTICLE IX

The business and property of the corporation shall be managed by a Board of three Trustees (Directors). The

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present trustees now duly constituted and elected shall constitute the Board of Trustees and they shall hold their offices permanently and so far as may be until other or further election. In the event the inability of any trustee to act, or in the event of death of any trustee, the remaining trustees shall elect another trustee, or trustees, to fill the vacancy or vacancies, thus created. Each trustee shall be a member in good standing of the corporation. A new trustee shall be elected by a majority vote of the total trustees, excluding the trustee whose position is being filled by vote.

- (a) The trustees in their collective capacity shall be known as the Board of Trustees and under that name shall constitute the governing body, and shall conduct and transact all business of the corporation.
- (b) The trustees shall have power and authority to hold an annual meeting of the Board of Trustees and may likewise hold special meetings as may be determined by the Board of Trustees. The annual meeting, if and when held, shall be held at the offices of the corporation.
- © The Board of Trustees shall have the authority

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and power, which in hereby given, to establish, institute, operate and maintain any and all such additional departments, associations, institutions, schools, mission stations, programs, and/or any and all such other vehicles as may be deemed appropriate and advisable by said Board of Trustees for the propagation of the Gospel and Christian and religious worship and where within the United States of America and/or in any other country.

(d) The Board of Trustees of HOLY ROCK TABERNACLE, INCORPORATED shall have power and authority which is hereby given, to negotiate or designate agents to negotiate all of the business transactions, all receipts and all disbursements, for any such additional departments, associations, institutions, schools, mission stations, programs, and/or any and all such other vehicles established or instituted by this corporation.

(e) A majority of the trustees shall constitute a quorum for the transaction by the Board of Trustees of any and all business, in accordance with the laws of the State of FLORIDA.

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ARTICLE X

The manner in which the directors or trustees of the corporation shall be elected or appointed shall be governed by the provisions of the By-laws of the corporation.

The corporation shall be a sovereign body, and the regulation of the internal affairs of the corporation shall be governed by the provisions of the By-laws of the corporation.

The place where the business of HOLY ROCK TABERNACLE, INCORPORATED shall be transacted is MIAMI, FLORIDA where said principal office shall be or in any other location as decided by the Board of Directors.

ARTICLE IX

The private property of the officers, directors, trustees and members shall not be subject to payment of the corporate debts in any event.

ARTICLE XI


This corporation shall indemnify and insure its officers, trustees and directors to the fullest extent permitted by law, either now or hereafter.

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IN WITNESS WHEREOF, I, the undersigned, being the incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, makes and files these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 23rd day of March, 2001.


ALEXANDER AKPODIETE, Incorporator

CERTIFICATE DESIGNATING PLACE

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**OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

First, that **HOLY ROCK TABERNACLE, INC.**^{corporated} desiring to organize under the laws of the State of Florida, has named **ALEXANDER O. AKPODIETE, ESQ.**, 1031 Ives Dairy Road, Suite 228, Miami, Florida 33179, County of Miami-Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325, F.S.



ALEXANDER O. AKPODIETE, ESQ.
Registered Agent

DATED this 23rd day of March, 2001.

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