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FLORIDA NON-PROFIT CORPORATION

ST. MATTHEWS PRAISE & WORSHIP CENTER, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
ST. MATTHEWS PRAISE & WORSHIP CENTER, INC.,**

The undersigned incorporator, **JAMES G. DYE, SR.**, being at least eighteen years of age, does hereby form this not for profit corporation under the general laws of the State of Florida.

ARTICLE I

The name of this corporation, hereinafter referred to as the "Corporation" is **ST. MATTHEWS PRAISE & WORSHIP CENTER, INC.,**

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

This corporation is organized as a Not For Profit and nonstock corporation and shall not be authorized to issue stock.

ARTICLE IV

This corporation is formed to carry out religious, benevolent, charitable, literary and educational purposes, including but not limited to the following:

- a. To establish a Church;
- b. To conduct religious services as a Church;
- c. To establish and conduct ministries for the benefit of the Church and the community; and
- d. To engage in any and every activity or business as lawfully permitted to a nonprofit/nonstock corporation under the laws of the State of Florida and the laws of the United States of America.

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ARTICLE V

This corporation shall have such powers as are necessary to achieve those purposes set forth in Article IV hereof, including but not limited to the following:

- a. To enter into, execute and carry out contracts;
- b. To own, purchase, sell, convey, transfer, exchange, lease, mortgage, pledge, encumber, and otherwise handle and deal in all property, real or personal.
- c. To borrow or lend money, contract debts and issue bonds, notes, debentures or other instruments and secure the payment of and performance of its obligations by mortgage, pledge, deed of trust, or otherwise, or to issue the same unsecured;
- d. To solicit and receive donations, property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
- e. To act as trustee under any trust, the objects of which are related to the principal objects of the Corporation, and to receive, hold, invest, administer and expend funds and property subject to such trust;
- f. To do all other acts necessary or expedient for the administration of the affairs of the Corporation and attainment of the purposes of the Corporation and as permitted under the laws of the State of Florida and of the United States of America.

ARTICLE VI

Notwithstanding any other provision of these Articles:

- a. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary 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.
- b. This Corporation shall not carry on any activities not permitted to be carried on 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.

- c. That no part of the net income of the Corporation shall inure to the benefit of or be distributable to its Trustees, Officers or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation and reasonable related benefits for services rendered and to make payments and distributions in furtherance of the purposes and objects as set forth in these Articles.
- d. That no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE VII

Upon the liquidation, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets exclusively for religious, charitable or educational purposes to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of subsequent federal tax laws) or by a corporation, contributions to which are deductible under Section 170(c)(2) of such Code (or corresponding provisions of subsequent federal tax laws).

ARTICLE VIII

The initial street address of the principal office of the Corporation in Florida is 10475 S.W. 146th Terrace, Miami, Florida 33176.

ARTICLE IX

The name and address of the registered agent of this corporation is JAMES G. DYE, SR., 10475 S.W. 146th Terrace, Miami, Florida 33176.

ARTICLE X

The manner in which the directors are to be elected or appointed shall be set forth in the By-laws. The names and addresses of the initial directors of this corporation are:

JAMES G. DYE, SR., 10475 S.W. 146th Terrace, Miami, Florida 33176;
VALDIA MORRIS, 11570 S.W. 187th Street, Miami, Florida 33157;
SHARON CONLEY, 12320 S.W. 202 Terrace, Miami, Florida 33177.

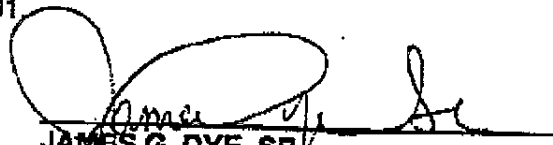
ARTICLE XI

The qualification for, manner of admission to and other matters pertaining to membership, if any, in this Corporation shall be set forth in the By-laws. Notwithstanding the same, in the event membership is provided for in said By-laws, then members shall not have voting rights or any other rights except as set forth in the By-laws. The Corporation shall indemnify any officer or trustee, or any former officer or trustee, to the full extent permitted by law and as provided for in the By-laws.

ARTICLE XII

This Corporation reserves the right to amend, change or repeal any provisions contained in the Articles of Incorporation and any amendment thereto wherein the same may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 31st day of JULY, 2001.


JAMES G. DYE, SR.,
 Incorporator and Resident Agent

**STATE OF FLORIDA
 COUNTY OF DADE**

The foregoing instrument was subscribed to before me on this JULY 31, 2001, by **JAMES G. DYE, SR.**, Incorporator and Resident Agent, who is personally known to me or who has produced valid **FDL** as identification and who did take an oath.


 Notary Public, State of Florida



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**CERTIFICATE DESIGNATING (OR CHANGING)
PLACE OF BUSINESS OR DOMICILE
FOR
THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM THE PROCESS MAY BE SERVED**

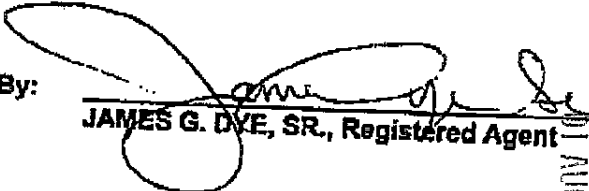
In pursuance with the Florida Statutes, the following is submitted, in compliance with said Act:

First - That **ST. MATTHEWS PRAISE & WORSHIP CENTER, INC.,**
(Name of Corporation)

desiring to organize under the laws of the State of **FLORIDA** with its principal office, as indicated in the Articles of Incorporation as amended, at **MIAMI-DADE COUNTY**, Florida has named **JAMES G. DYE, SR.**, located at **10475 SW 146th Street, Miami, Florida 33176** as its agent to accept service of process within this state.

Acknowledgement: Must be signed by designated agent.

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: 
JAMES G. DYE, SR., Registered Agent

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