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June 20, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Church of God Southeastern Hispanic Region, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

FILED
 02 JUN 20 PM 12:09
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 02 JUN 20 AM 10:07
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**ARTICLES OF INCORPORATION
OF
CHURCH OF GOD SOUTHEASTERN HISPANIC REGION, INC.
A FLORIDA
NOT FOR PROFIT CORPORATION**

**FILED
02 JUN 20 PM 12: 10
SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned, acting as incorporators of a corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Location of Principal Office

The name of the corporation is Church of God Southeastern Hispanic Region, Inc., a Florida not for profit corporation (the "Corporation"). Its initial office shall be at 7712 Chelsea Street E, Tampa, FL 33610-5706.

ARTICLE II

Term

The Corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporator

The name and address of the Incorporator of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Rev. Manuel Perez-Sanchez	7712 Chelsea Street E Tampa, FL 33610-5706

ARTICLE IV

General Purposes

The general 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.

ARTICLE V

Specific Purposes

The specific purposes for which the Corporation is organized are to assist local Churches of God to provide places of worship for the local Church members, who shall be members in good standing of the Church of God, Cleveland, Tennessee, and to assist local Churches to conduct the affairs of the local congregations according to the rules and regulations of the Church of God, Cleveland, Tennessee, and specifically the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee; promoting the cause of Christianity in accord with the teachings, tenets, and customs of the Church of God, Cleveland, Tennessee; receiving, managing, and disbursing gifts, bequests, and other funds for the benefit of the local congregations and the Church of God, Cleveland, Tennessee; owning and maintaining suitable buildings and facilities necessary for their acquisition, upkeep, maintenance and sale, all in accord with the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee.

ARTICLE VI

Corporate Powers

The Corporation shall have all of the powers conferred by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, which are necessary, incidental, or convenient to the purposes of the Corporation as herein stated.

ARTICLE VII

Activities Not Permitted

Notwithstanding any other provision of these articles, the Corporation will 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 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VIII

Dedication and Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no Member, Director, or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

In the event of dissolution of this Corporation, or in the event this Corporation shall cease to exist, or depart from the polity of the Church of God, Cleveland, Tennessee, as expressed in the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee, and otherwise, the assets of the Corporation shall revert to the State Trustees for the Church of God in the State of Florida, their successors and assigns, and if the State Board of Trustees shall cease to exist, then to Church of God, a Tennessee nonprofit corporation, and if the Church of God shall cease to exist, then to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the

corresponding sections of any prior or future Internal Revenue Code. Further, that the proceeds/assets from the disposition must go directly into real property purchases or improvements.

ARTICLE IX

Management of Corporate Affairs

Section 1. Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Corporation shall have three (3) Director(s) initially. The number of Directors of the Corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of Directors is stated in the Bylaws of this Corporation.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the Corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

Section 2. Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer, and Secretary and such other Officers as the Bylaws of the Corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the first meeting of the Board of Directors.

ARTICLE X

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE XI

Members

Section 1. This Corporation, as a non-member Corporation, shall have no members. All voting rights reside in the Board of Directors and wherever the term "Member" is used in the Florida Not For Profit Corporation Act, Chapter 517, Florida Statutes, for the purposes of this Corporation, such term shall be taken to refer to Directors as if such term was replaced by the term "Directors."

Section 2. The mere regular attendance and regular contribution to a Local Church of God shall in no way entitle any person to membership in this Corporation.

ARTICLE XII

Bylaws

The Board of Directors of the Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by Members of the Corporation, provided that the proposed amendment does not conflict with these Articles of Incorporation and is in accord with the *General Assembly Minutes* of the Church of God, Cleveland Tennessee, as the same now exists or may be hereafter from time to time be amended.

ARTICLE XIII

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors, and an affirmative vote of a majority of the members of the Corporation, provided that the proposed amendment does not conflict with these Articles of Incorporation and is in accord with the *General Assembly Minutes* of the Church of God, Cleveland Tennessee, as the same now exists or may be hereafter from time to time be amended.

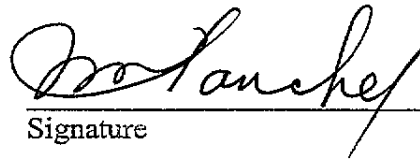
ARTICLE XIV

Initial Registered Office and Agent

The name and address of the initial registered agent of the Corporation is:

Corporation Company of Miami
201 South Biscayne Boulevard
Suite 1600
Miami, Florida 33131
Attention: John B. White, Esq.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this 28 day of May 2002 for the purpose of forming this not for profit corporation under the laws of the State of Florida.



Signature

Rev. Manuel Perez-Sanchez

ACCEPTANCE BY REGISTERED AGENT

FILED

02 JUN 20 PM 12:10

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE OF STATE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIV OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS
CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS
DUTIES.

DATED THIS 17th DAY OF June 2002.

Corporation Company of Miami

By: John B. White
Signature

John B. White, Vice-President