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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** MINISTERIO MANASES, INC.

**DOCUMENT NUMBER:** N05000012699

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

CARLOS VALENZUELA  
Name of Contact Person

MINISTERIO MANASES, INC.  
Firm/ Company

P.O. Box 451900  
Address

Miami, Florida 33245  
City/ State and Zip Code

PASTORACLARA@MANASES.ORG  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

PASTORA CLARA VALENZUELA at ( )  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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|--|--|---|---|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

MINISTERIO MANASES, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N05000012699

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**  
(Principal office address **MUST BE A STREET ADDRESS**)

2150 SW 8TH STREET

MIAMI, FLORIDA 33135

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

PO BOX 451900

MIAMI, FLORIDA 33245

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent: \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address: \_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

**If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.**

*(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)*

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
1)_____	_____	_____ _____ _____
2)_____	_____	_____ _____ _____
3)_____	_____	_____ _____ _____
4)_____	_____	_____ _____ _____
5)_____	_____	_____ _____ _____
6)_____	_____	_____ _____ _____

**If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:**

<u>Title(s)</u>	<u>Name</u>	<u>Title(s)</u>	<u>Name</u>
1)_____	_____	4)_____	_____
2)_____	_____	5)_____	_____
3)_____	_____	6)_____	_____

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

SEE ATTACHED ARTICLES OF AMENDMENT

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:  
(if not applicable, indicate N/A)

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The date of each amendment(s) adoption: December 1, 2011

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_."  
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 11/30/2011

Signature \_\_\_\_\_

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

CARLOS VALENZUELA

(Typed or printed name of person signing)

CHAIRMAN OF THE BOARD OF DIRECTORS

(Title of person signing)

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**MINISTERIO MANASES, INC.**

Pursuant to the provisions of Sections 617.1007 and 617.1001 of the Florida Not For Profit Corporation Act, the undersigned Corporation formed under Articles of Incorporation filed on December 19, 2005 and amended on July 2, 2008, pursuant to a resolution adopted by the Board of Directors, hereby amends its Articles of Incorporation and further restates the same as follows:

**ARTICLE 1: CORPORATE NAME AND ADDRESS**

The name and address of the Corporation shall be MINISTERIO MANASES, INC., and its principle office address shall be 2150 SW 8<sup>th</sup> Street, Miami, Florida 33135 and the mailing address shall be PO Box 451900, Miami, Florida 33245 or such address as shall be described in the Corporations bylaws or by the Corporation's filings with the Florida Department of Revenue.

**ARTICLE 2: CORPORATE PURPOSE**

The Corporation is organized exclusively for religious, charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law. The Corporation is organized to:

- i. Organize and operate a church and related ministries.
- ii. Teach and Preach the Gospel of Jesus Christ and the Word of God, in order that the people of God may be conformed to the image of Jesus Christ.
- iii. Bring families and individual believers in the Lord Jesus Christ together in personal and group fellowship in the temple, through cell groups in homes and in other venues.
- iv. Assemble together the members of the Corporation church for fellowship with one another and to worship God in spirit and in truth; to cooperate in the assembling of the whole body of Christ regularly.
- v. Provide New Testament discipleship to all members.
- vi. Involve every member of the Corporation church in its fellowship and activities and in the move of the Holy Spirit.

- vii. Assist with counseling through healthy and fruitful Biblical standards those in need of family, marital and individual assistance.
- viii. To marry, dedicate infants, anoint the sick with oil, celebrate the Lord's Supper and bury the dead.
- ix. To provide with charitable concern assistance to all men, woman and children in need of any help that the Corporation can give regardless of membership, religious affiliation, race or social position; the Corporation church will develop and carry out programs of social action for the poor, widowed, orphaned, afflicted, imprisoned, underprivileged and aged.
- x. Make contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- xi. Make contributions through charitable organizations and churches in other countries for the benefit and profit of the underprivileged children.
- xii. Holding seminars, study groups, workshops, meetings and concerts by either resident or traveling evangelists, teachers, elders and singers and receive offerings for such purposes; to grant aid and pay reasonable compensation for services actually rendered in order to extend the teaching of the Word of God and provide fellowship.
- xiii. Support and encourage the communication of the preaching and teaching of the Holy Bible and the Gospel of the Lord Jesus Christ to all men and women through media communication, technology, books, television and radio broadcasting.
- xiv. Ordain Ministers and assist in the establishment and maintenance of other Churches, both domestic and foreign.
- xv. To erect and maintain a building or buildings for fellowship and education and to engage in any operation incidental to and essential to carry the purpose of the Corporation.
- xvi. To borrow money and to issue evidences of indebtedness in furtherance of any or all objects of its purpose and to secure loans by mortgage, pledge, deed of trust or other lien with approval of the board of directors.

### **ARTICLE 3: CORPORATE POWERS AND RESTRICTION**

The Corporation shall possess all powers granted corporations not for profit under the laws of the state of Florida and shall be subject to all restrictions imposed upon such corporations. In addition the following restrictions shall pertain:

- 3.01 No part of the net earnings of the Corporation shall be distributed to its directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purpose set forth in Article 2.



- 3.02 No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- 3.03 Notwithstanding any other provision of these articles, the 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 and its regulations, or the corresponding provision of any future United States internal revenue law, or by an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and regulations, or by a corporation organized under the Florida Statutes, Chapter 617.

#### **ARTICLE 4: DURATION OF CORPORATE EXISTENCE**

The Corporation shall have perpetual existence, unless terminated by due process of law.

#### **ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Corporation as a Florida non for profit corporation and after payment of all the Corporation's liabilities are made, the Corporation's remaining assets shall be distributed at the discretion of the Senior Pastor and Board of Directors to one or more religious or charitable organization as long as it qualifies tax exempt within Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

In the event that the Senior Pastor and Board of Directors are unable to dispose of the assets in the manner described above, the assets shall be disposed by a court of competent jurisdiction in the county in which the principle worship facility of the Corporation is then located, exclusively for such purposes or to such organizations as the court shall determine.

#### **ARTICLE 6: MEMBERS**

The Corporation shall have no voting members.

#### **ARTICLE 7: MANAGEMENT**

The Corporation shall be managed by the Board of Directors who shall serve without compensation. The Board of Directors shall have a minimum of four members at all times. Directors may be increased or decreased as provided by the Bylaws. Should the Senior Pastor of the Corporation church serve on the Board, such person shall serve as the Chairman of the Board.

Directors will be removed in accordance with the procedure provided in the bylaws.

#### **ARTICLE 8: ACCEPTANCE OF GIFTS**

The officers or directors of the Corporation may accept on its behalf any contribution, gift or devise consistent with the general purpose of the Corporation. The Corporation at all times reserves the rights over, interest in and control of such contributions and all donations whether cash or goods to ensure they are used to carry out its purpose as set out in Article 2.

#### **ARTICLE 9: BYLAWS**

The bylaws of the Corporation shall be adopted by the Board of Directors from time to time.

#### **ARTICLE 10: INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS**

The Corporation shall defend, indemnify and hold harmless its officers, directors and other persons in accordance with specific provisions set forth in the bylaws.

#### **ARTICLE 11: AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION**

Both the Articles of Incorporation and Bylaws may be amended by the Board of Directors at any regular or special meeting or by all directors signing a written statement manifesting their intention that the Articles of Incorporation or Bylaws be altered or repealed.

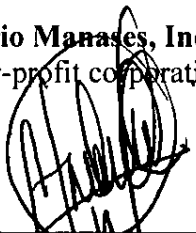
The forgoing restated Articles of Incorporation restate, integrate and amend in accordance with Sections 617.1007 and 617.1001 the provisions of the Corporation's Articles of Incorporation as theretofore amended and with the exemptions of new amendments included herein and omitted matters of historical significance only, there is no discrepancy between these provisions and the provisions of the restated Articles of Incorporation.

Dated this 30<sup>th</sup> day of November, 2011

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

**Ministerio Manases, Inc.**  
a non-for-profit corporation

By: \_\_\_\_\_

  
Carlos Valenzuela  
Senior Pastor  
President, Chairman

**COVER LETTER**

**TO: Amendment Section**  
Division of Corporations

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**DOCUMENT NUMBER:** N05000012699

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Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301