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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**CORDERO DE DIOS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA.

## ARTICLES OF INCORPORATION

OF

CORDERO DE DIOS, INC.  
(NOT FOR PROFIT)

The undersigned person, acting as incorporator of a corporation not for profit under the laws of the State of Florida, adopts the following Articles of Incorporation pursuant to Section 617.0202 of the Florida Not for Profit Corporation Act:

### ARTICLE I.

The name of the corporation is CORDERO DEE DIOS, INC., and the initial principal address of the corporation is 322 Woodbury Pines Circle, Orlando, Florida 32828 and the name of the initial registered agent of this corporation at that address is Dr. Marco Cardenas.

### ARTICLE II.

The corporation is to exist perpetually or until sooner dissolved according to law. The corporate existence shall commence upon filing with the Secretary of State.

### ARTICLE III.

The purposes for which the corporation is organized are:

(a) To establish a Biblical Christian Church with a Sunday School department and with missionary, literature, educational and all other departments it may deem useful to propagate and practice the full Gospel of the Lord Jesus Christ and for its service to the community, and pursuant thereto to license and ordain Christian Workers and Ministers and Missionaries and to plant and establish Branches and indigenous churches.

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(b) To perpetually protect this local church corporation in its ownership and control of its property and in its sovereignty under Christ; therefore, all ecclesiastical power and authority relative to this Church and its property shall be exercised by this church assembled as a congregation and the decisions thus made are subject to no reversal nor amendment by any other ecclesiastical body whatsoever.

(c) Furthermore; belong cognizant of that United States Supreme Court decision in the case of "Watson vs. Jones," rendered April 16, 1982, (13 Wallace, United States Supreme Court Reports p. 679), wherein the broad principle is laid down that, where a local congregation is or becomes a member of any church organization to which it is amenable, then the local congregation becomes entirely subject to the decisions of that organization before the law in the control of its property, in its faith and conduct, in its teaching, practice and custom, as to its financial and missionary policies, as to who may be or who shall or shall not be its pastor or other officers of its members. In short, in all things whatever; therefore, any action or effort on the part of any of the members of officers of this local church corporation to cause it to become a member of any church organization is hereby strictly forbidden and any such action shall be a breach against the foundation and intent of this corporation and any record made of any such action shall have no binding power upon this corporation, but shall be merely a record of the misconduct of those participating in such action.

(d) It is one purpose of this local church congregation to earnestly seek and promote the unity of God's people in the Scriptural manner of Godly love, respect and faithful voluntary cooperation with liberty. To that end it shall associate and cooperate freely with other churches and with church organizations as a free and independent church in accord with its own free conscience and the wisdom of God as this church perceives it to be, but in every case and in every act and in the pursuance of or adoption of any policy or method of practice of association, does and shall do so as a free church corporation, always retaining its sovereignty and independence, and in no case whatsoever as a act of subjection nor as a precedent of amenability nor as an active or passive or implied affiliation nor in any other way as relinquishing its perpetual legal independence or sovereignty as a church and church corporation.

(e) To receive tithes and offerings. To receive property by devise or bequest subject to the laws relating to the transfer of property by will.

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(f) To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer and expend funds and property subject to such trust.

(g) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue and execute promissory notes, warrants and other negotiable or transferable interest.

(h) To take, purchase or otherwise acquire; to own, hold, occupy, use and enjoy; manage, improve, develop and work; to grant, sell, exchange, let, demise, and otherwise dispose of real estate, buildings and improvements and every right, interest and estate therein without limit as to the amount thereof and wheresoever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract; agreement and obligation by or with any person, firm, corporation or association, or any Federal, State or other Government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated.

(i) To purchase or otherwise acquire, to own, hold, use and enjoy, to sell, assign and transfer, exchange or otherwise dispose of, deal with personal property of every kind and description without limit as to the amount thereof and wheresoever the same may be situated.

(j) To borrow and loan money and to give and to receive evidence of indebtedness and security therefore; to draw, make, accept, endorse, execute and issue promissory notes, warrants, and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation by mortgage, trust deed, or otherwise.

(k) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the Laws of the State of Florida, upon nonprofit corporations.

(l) The several clauses contained in this statement of purposes shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no ways limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. The business or purpose of this corporation is from time to time to do any one or more of the acts and

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things herein set forth and it is hereby expressly provided that the enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the powers of this corporation, excepting the provisions and restrictions of paragraphs (b), (c), and (d), above in the Article III shall always be construed to prevail to prevent this corporation from ever becoming subject or subordinate or amenable to any organization.

The foregoing paragraph shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE IV.

All persons who give evidence of their faith in the Lord Jesus Christ and who voluntarily subscribe to the tenets of faith and agree to be governed by the By-Laws as herein set forth and who further agree to answer all questions on the membership application shall be considered for membership in CORDERO DE DIOS, INC.

ARTICLE V.

The street address of the initial registered office of this corporation is 322 Woodbury Pines Circle, Orlando, Florida 32828, and the name of the initial registered agent of this corporation at that address is Dr. Marco Cardenas.

ARTICLE VI.

The name and residence of the incorporator to these Articles is:

Name	Address
Dr. Marco Cardenas	322 Woodbury Pines Circle Orlando, Florida 32828

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ARTICLE VII.

Section 1: The business affairs of this corporation shall be managed by the Board of Directors, which board shall include the President and Vice-President of the corporation. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time, by the By-laws, but shall never be less than three.

Section 2: The Board of Directors shall be elected and hold office in accordance with the By-laws.

Section 3: The names and addresses of the persons who are to serve as directors for the ensuing year, or until their successor shall have been elected and qualified, are:

Name	Address
Abi Czafit	140 Lakeside Dr. Sanford, Florida 32750
Wilfred Ortiz	12614 Castlemain Trail Orlando, Florida 32828
Dr. Marco Cardenas	322 Woodbury Pines Circle Orlando, Florida 32828

ARTICLE VIII.

Section 1: The Board of Directors of this corporation may provide such By-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice the By-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

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ARTICLE IX.

The officers of CORDERO DE DIOS, INC. shall consist of a President, Vice-President, a Secretary and Treasurer. Any person may hold two or more offices except that the President shall not also be the Secretary of this corporation. These officers shall serve as the officers of the Board of Directors together with such other members of the Board of Directors as may be deemed necessary as set out by Article V, of the By-Laws of this corporation. Their duties, requirements and terms of office are set forth and governed by its By-Laws.

ARTICLE X.

These Articles of Incorporation may be amended or changed upon two-thirds (2/3) vote of the membership of the church in attendance at any regular or special meeting called for that purpose, provided due notice of such proposed change shall have been made at all services on at least two (2) Sundays preceding the time for such meeting.

ARTICLE XI

The corporation shall have all powers granted corporations not for profit under the laws of the State of Florida. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c)(3) of the Internal Revenue Code of 1986 under which the corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

ARTICLE XII

Section 1: No part of the net earnings of the corporation shall inure to the benefit of any individual.

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Section 2: The corporation shall not carry on political propaganda, or otherwise act to influence legislation, nor participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on (a) by 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) by a corporation, contributions, to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XIII

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or any amendment thereof), or to the Federal government, or to a State or local government, for public purpose, and none of the assets shall be distributed to any member, officer, or director of this corporation.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunder set our hands and seals, this 31<sup>st</sup> day of October, 2007 for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
DR. MARCO CARDENAS

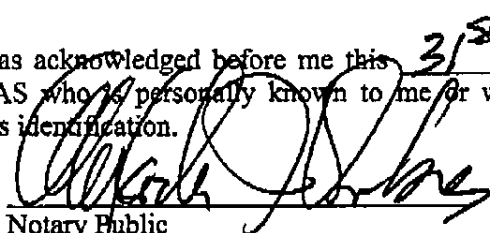
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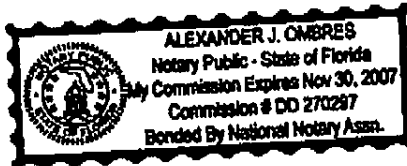
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STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of October, 2007, by DR. MARCO CARDENAS who is personally known to me or who has produced \_\_\_\_\_ as identification.



Notary Public  
My Commission Expires:



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Nov. 7. 2007 3:35PM

FILED No. 8785 P. 17

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CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS OF STATE  
WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED  
CORDERO DE DIOS, INC.

In compliance with the Business Corporation Act of Florida, the following is submitted:

1. The name of the corporation is: CORDERO DE DIOS, INC.
2. The name and address of the registered agent is:

Dr. Marco Cardenas  
322 Woodbury Pines Circle  
Orlando, Florida 32828

Having been named to accept service of process at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of a Registered Agent under the Business Corporation Act of Florida.

Dated this 31<sup>st</sup> day of October, 2007.

  
\_\_\_\_\_  
Dr. Marco Cardenas  
Registered Agent

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