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# FLORIDA PROFIT/NON PROFIT CORPORATION

VOICE OF TRUTH CHRISTIAN FELLOWSHIP OF CHRISTIAN LIF

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ZECRETARY OF STATE TALLAHASSEELFLORID

Articles of Incorporation of Florida Nonprofit Corporation

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## ARTICLE I - NAME

The name of the corporation shall be VOICE OF TRUTH CHRISTIAN FELLOWSHIP OF CHRISTIAN LIFE MISSION, INC. and whose address is 251 WEST PARK DRIVE, UNIT: 203 MIAMI FL, 33172

## <u>ARTICLE II - PURPOSE</u>

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

- 1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be arrended.
- The specific purpose for which the corporation is organized shall be to act as a Christian Outreach Ministry, and Church, which proclaims the Gospel of Jesus Christ in an efficient manner.
- To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.
- 4. To solicit funds and domations in kind and from time to time to further the purpose of this corporation.
- To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

- 6. To Borrow money and to issue evidences of indebtness in furtherance of any and all of the objects of its business, and to secure leans by mortgage, pledge, deed of trust, or other lien.
- 7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or locals or other financial aid in the (1919-200246549))) otherwise relating to the purposes of this corporation.
- 8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.
- 9. No part of the net earnings of the coparation shall inure to the benefit of, or be distributable to, and Director or Officer of the corporation or any member of the corporation or any other 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 Director or Officer of the corporation, or any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not perticipate in, or intervens in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.
- 10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said regulations as they now exist or as they may hereafter be amended.
- 11. Upon thes dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, disposes of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organization by such an exclusively for charitable, educational Religious or extentific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Minni-Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes of to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.
- 12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Lawr of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

The by-Laws may impose other conditions of membership from time to time.

## ARTICLE III - TERM

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The duration of the corporations shall be perpetual unless dissolved according to law.

#### **ARTICLE IV**

The election of the Board of Directors shall be held on the final day every one year, which shall convene annually at a time and place to be determined by the entire Board of Directors, and of which all affiliated bodies shall receive due notice.

#### ARTICLE V

The affairs of the corporation shall be conducted by a Board of Directors, composed and consisting of not less than three nor more than eleven Directors, to be duly elected according to the bylaws of said corporation, at such time and manner as may be designated in the by-laws of the corporation. However, all deeds, contracts, mortgages, agreements and any and all other legal instruments required in the conduct and performance of its commercial affairs or in the acquisitions of property or in the mortgaging of same, in the disposition of property, contracts for the performance or alterations, repairs, construction on any of the properties belonging to the corporation, or for the purchase or sale of any personal, property, or any other legal instruments of any kind, character or nature whatsoever, shall be executed by the President of the Board of Directors, attested by the Secretary, without the requirement that the Board of Directors, as a body, join in the execution thereof.

#### Article VI

- No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its
  members, 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 payments and
  distributions in furtherance of the purposes set forth..
- 2) 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.)
- 3) Not withstanding any provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on 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).
- 4) Not withstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of purpose of this corporation.
- If for any reason the corporation shall seize to exists, all assets shall be given to another similar 501 (c) (3) corporation.

#### Article VII

The name and residence address of the Subscriber of this corporation is as follows:

NAME RAUL DIAZ

ADDRESS
251 WEST PARK DRIVE, UNIT: 203
Miami, Ft. 33172

## Article VIII

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#### AMENDMENT OF BY LAWS

Subject to the limitations contained in the By - Laws, and any limitation set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation. By-laws of this corporation may be made, altered, rescinded, added to, or the By- Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedures set forth therefore in the By - Laws.

# Article IX DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer of member thereof, or to the benefit of any private individual. Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation organized and operated exclusively for charitable, religious, or scientific purposes and which has established its tax exempt status under the Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### Article X

The address of the corporation's initial registered office is 251 WEST PARK DRIVE, UNIT: 203 Miami, Fl. 33172

and he name of its initial registered agent at such address is RAUL DIAZ

#### Article XI

## MANAGEMENT OF CORPORATE AFFAIRS

BOARD OF DIRECTORS. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be more than five (3), provided however, that such numbers may be changed by a By - Law duly adopted by the members. Such numbers may be changed by a By - Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of two (1) years until the 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 corporations address on the first day of June of each year at 10:00 a.m., or at such other place or places as the board of Trustees may designate from time to time by resolution.

1) Any action required or permitted to be taken by one 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 certificates or other document filed under any provision of law which relates to action so taken shall state that the action taken was taken by

unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By - Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

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## Article XI

The number of Directors constituting the initial Board of Trustees is three, and the names and address, including street number, of the Directors who are to serve as the initial Board of Directors until the second annual meeting or until their successors are duly elected and qualified are:

NAME RAUL DIAZ-Pres, Director

ADDRESS
251 WEST PARK DRIVE, UNIT: 203
Miami, Fl. 33172

DEENE DIAZ, VP, Director 251 WEST PARK DRIVE, UNIT: 203 Miami, Fl. 33172

JAVIER ACOSTA Sec., Director

14105 SW 184 STREET MIAMI, FL 33177

IN WITNESS WHEREOF, I subscribe my name, this 29 day of OCTOBER, 2008

RAUL DIAS

Certificate Designating Place of business or domicile for the Service of Process Within this State, Naming Agent upon Whom Process May be served.

In compliance with Section 48.091, Florida Statue the following is submitted.

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## Acknowledgment.

Having been named to accept service of process for the above named Corporation at the place designated in this certificate, the undersigned agree to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

I hereby am familiar with and accept the duties and the responsibilities as registered agent for said corporation.

RAUL DIAZ Registered Agent

Dated: October 29, 2008

