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Amended
Restated

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BOOKAFE AMERICA INC.

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AMENDED AND RESTATED

**Articles of Incorporation of
BOOKAFE AMERICA INC.**



The restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

The date adopted was 12/6/2016

DOCUMENT NUMBER: N12000003017

ARTICLE ONE

Name

The Name of the corporation is
BOOKAFE AMERICA INC.

ARTICLE TWO

Address

PRINCIPAL OFFICE
20824 South Dixie Highway
Miami Fl 33189

MAILING ADDRESS
20824 South Dixie Highway
Miami Fl 33189

ARTICLE THREE

Nonprofit Corporation

The Corporation is a nonprofit corporation.

ARTICLE FOUR

Duration

The period of the Corporation's duration is perpetual.

PREPARED BY: **DR. J. ISRAEL MONTEALEGRE**
FLORIDA CORPORATION'S SERVICES.
(786) 203-8465
2861 SW 69 COURT
MIAMI, FL 33155
floriadcorporationsservice.com

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ARTICLE FIVE

Purpose

Corporate Purpose; Powers

The purposes for which the Corporation is organized are exclusively religious, charitable and educational within the meaning of the Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States' internal revenue law, and such purposes shall include the following:

1. Providing a place of worship and a place of fellowship for those of faith and providing training to the Disciples of Christ.

2. To conduct a local church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit as set forth in the Holy Bible, the irrevocable Word of God. pursuant thereto, the following activities and guidelines shall be established:

- (a) A recognized Creed, Code of Doctrine discipline and form of worship shall be established.
- (b) An ecclesiastical form of government shall be established.
- (c) A church membership based upon acceptance of a recognized creed and belief and support of the church shall be established.
- (d) Various religious services pursuant to a recognized, creed form of worship, code of doctrine and discipline of the church and schools for religious and educational instruction to the young and to the old shall be established.
- (e) Sacramental ceremonies such as baptism in water, dedication of infants, the celebration of the Lord's Supper, funeral services and marriage as the bible teaches us, between a natural born man and natural born women. In fact marriage is biblical institution established by God as clearly described in the Scriptures. It was first instituted by God in early chapters of Genesis, and codified in the Levitical law, the Old Testament prophets compared it to a relationship between God and His people, example of it are in the historical narratives, and the wisdom literature discusses the unique unity of this relationship. Jesus explained the original intention and core elements of marriage, and several New Testaments Epistles give explicit instructions on this union. As such, the organization views marriage as a profound spiritual institution established by God. Due to the importance of marriage in the biblical witness, the Organization recognizes that marriage is uniting of one natural born man and one natural born women in covenant commitment for a lifetime as presented in the Holy Scriptures. Therefore, the Organization, its pastors, board of director, staff and members will not participate in same sex unions or same sex marriage, nor shall its properties or resources be used for such purposes.

3. Spread the Word of the Gospel through seminars, radio, television, concerts, music production, books and literature publications, book stores, Newspaper, social network, street evangelization and mass media in the U.S.A and all the Nations of the World for the purpose of fulfilling the Great Commission.

4. Church planting and development, order ministers, establish schools for the preparation and growth of pastors, church leaders, deacons, evangelist, prophets, music ministers, spiritual counselors, elders and any one that would like to gain knowledge in the holy scriptures and other books related to religions.

5. As a means of accomplishing the above purposes and methods, the corporation shall have the following powers:

- (a) To accept, acquire receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature of description and whatever situated.
- (b) To sell exchange, convey, mortgage, lease transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, object to such limitations as may be prescribed by law.
- (c) To borrow money, and, from time-to-time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, moneys borrowed or in payment for property acquired, or for any of the other purposes of the corporation. And to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon assignment of, or agreement in regard to all or any part of the property, rights, or privilege of the corporation wherever situated, whether now owned or hereafter to be acquired.



- (d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property real and personal, as it shall deem advisable, subject to the limitations and conditions contained in any bequest, advise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of 501(c)(3) of the Internal Revenue Code of 1986 and applicable regulations there under, as they now exist or as they may be amended.



6. No part of the net earnings of the organization shall inure to the benefits of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any organization exempt from the federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
Section 4.02 notwithstanding any other provision of these articles of incorporation:
7. The Corporation shall not conduct or 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 its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code and regulation as they now exist or as they may hereafter be amended.
8. The Corporation is organized pursuant to the Florida Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE SIX

Membership

The Corporation shall have no voting members.

ARTICLE SEVEN

Registered Office and Agent

The street address of the registered office of
BOOKAFE AMERICA INC.
and the name of its initial registered agent is:
DR. J. ISRAEL MONTEALEGRE
2861 SW 69 Court
MIAMI, FL 33155

ARTICLES EIGHT

Directors

The number of Directors constituting the initial Board of Directors of the corporation is Five (5), and the name and address of the person who will serve as the initial Director is:



Title	Name	Address
CHAIRMEN OF THE BOARD OF DIRECTOR/ PRESIDENT	SOARES, LUCELIO	20824 South Dixie Highway Miami FI 33189
VICE PRESIDENT/ DIRECTOR	DELGADO BOLIVAR, LUIS G	20824 South Dixie Highway Miami FI 33189
TREASURER/ DIRECTOR	JEMIMA BARRIOS	20824 South Dixie Highway Miami FI 33189
SECRETARY / DIRECTOR	VELASCO, JENNY	20824 South Dixie Highway Miami FI 33189
DIRECTOR/ DIRECTOR	MANUEL ENRIQUE PHUN	20824 South Dixie Highway Miami FI 33189

The manner in which directors are elected will be stated in the by-Laws.

ARTICLE NINE

Indemnification of Directors and Officers

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party be reason of his or her being, or have been, such Director or officer and against such sum as independent counsel selected by the Director shall deem reasonable payment made in settlements of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified:

- a. With respect to matters as it which he or shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty,
- b. With respect to any matters which shall be settled by the payment of the sums which independent counsel selected by the Directors shall not deem reasonable payments made primarily with a view to avoiding expense of litigation, or
- c. With respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitles under any bylaw, agreements, corporate resolution, vote for Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance in behalf of such persons to the fullest extent permitted by this Article and applicable by law.

ARTICLE TEN

Limitation on Scope of Liability

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act of omission that involves intentional resulted misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefits whether or not such benefit resulted from action taken within the scope of the Director's office' or
- d. An act or omission by the Director for which liability is expressly provided by stature.

**ARTICLE ELEVEN
Dissolution**

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to other charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Lucelio Soares de Lima

Print Name: SOARES, LUCELIO CHAIRMEN OF THE BOARD OF DIRECTOR/ PRESIDENT Date



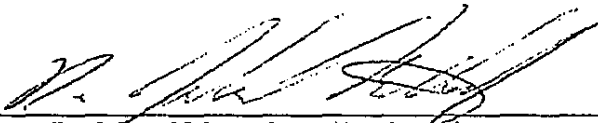
Signature: SOARES, LUCELIO CHAIRMEN OF THE BOARD OF DIRECTOR/ PRESIDENT Date

Dr. J. Israel Montealegre

12-6-16

Print Name: Dr. J. Israel Montealegre / Registered Agent

Date



12-6-16

Signature: Dr. J. Israel Montealegre / Registered Agent

Date