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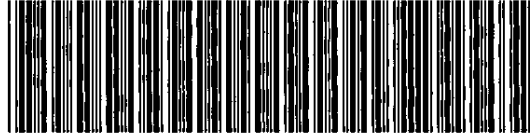
(Business Entity Name)

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# GOLDEN | CARLIN

A T T O R N E Y S A T L A W

File Number:  
4437-1-2

644 Southeast Fourth Avenue  
Fort Lauderdale, Florida 33301  
tel: 954.764.6766 | fax: 954.764.6789  
www.goldencarlin.com

E. Scott Golden

## TRANSMITTAL FORM

DATE: June 24, 2016

RE: Promise Life Chapel, Inc.  
Articles of Incorporation (revised)

TO: Florida Secretary of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
Attn: Tanya L Henderson  
Regulatory Specialist II

FOR YOUR INFORMATION  
 FOR YOUR RECORDS  
 SIGNED IN ABSENCE TO AVOID DELAY  
 PLEASE SIGN AND RETURN  
 PLEASE CALL UPON RECEIPT  
 PER YOUR REQUEST  
 PAPERS TO BE COMPLETED AND RETURNED  
 OTHER:

Enclosed, please find:

1. Revised Article of Incorporation for Promise Life Chapel, Inc.
2. Copy of your correspondence.

Please process same.

Thank you.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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E. Scott Golden  
Justin C. Carlin

\_\_\_\_\_  
A. Starkey DeSoto

June 6, 2016

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
New Filing Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Promise Life Chapel, Inc.

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation for the referenced corporation for filing with the Secretary of State on the date received.

Also enclosed is a check in the amount of \$78.75 to cover the filing fee, Designation of Registered Agent, and certified copy of Articles of Incorporation.

Please forward one certified copy of the Articles of Incorporation to the undersigned at your earliest convenience.

Sincerely yours,



E. SCOTT GOLDEN

ESG:nb  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 15, 2016

E. SCOTT GOLDEN  
644 SOUTHEAST FOURTH AVENUE  
FORT LAUDERDALE, FL 33301

SUBJECT: PROMISE LIFE CHAPEL, INC.  
Ref. Number: W16000043073

*Returned to Fla  
Dept of State  
6/24/16*

We have received your document for PROMISE LIFE CHAPEL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

TANYA L HENDERSON  
Regulatory Specialist II

Letter Number: 016A00012477

**ARTICLES OF INCORPORATION OF  
PROMISE LIFE CHAPEL, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned, acting as incorporator 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**

The name of the corporation is Promise Life Chapel, Inc.

**ARTICLE II**

**Duration**

This corporation shall have perpetual existence, and the corporate existence will commence on the filing of these Articles by the Department of State.

**ARTICLE III**

**General Purposes**

The General Purposes for which said Corporation is organized are exclusively for charitable, religious, literary, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future federal tax code.

**ARTICLE IV**

**Specific Purposes**

Without limiting the permitted purposes, the Corporation is organized to create a church in order (i) to provide a place of worship for its congregants, (ii) to train and educate its congregants in the Bible and the Christian faith, and (iii) to provide pastoral care to its congregants.

**ARTICLE V**

**Corporate Powers**

The Corporation shall have all 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 VI**  
**Activities Not Permitted**

6.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any 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 as set forth in Articles III and IV hereof), and no 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.

6.2 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding Section of any future federal tax code.

6.3 The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE VII**  
**Dedication of Assets**  
**Dissolution and Distribution of Assets**

7.1 The assets of the Corporation are irrevocably dedicated to the purposes set forth herein.

7.2 In the event of dissolution of this Corporation, or in the event that this Corporation shall cease to exist, the assets of the corporation shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding sections of any future federal tax code.

**ARTICLE VIII**  
**Management of Corporate Affairs**

(a) 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) Directors 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.

The Directors named herein are the present Board of Directors and, except as otherwise set forth in these Articles, shall hold office until the next regular meeting of the Board of Directors, at which time an election of Directors shall be held.

Directors elected at the next regular meeting of the Board of Directors, and at all times thereafter, shall, except as otherwise set forth in these Articles, serve for a term of one year or until the qualification of their successors in office. Meetings of the Board of Directors 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 or as set forth in the Bylaws.

The Senior Pastor of the church organized or created pursuant to Article IV, above, shall be an *ex officio* member of the Board of Directors and shall serve as the Chairman of the Board of Directors. Notwithstanding any other provision in these Articles of Incorporation or the Bylaws adopted for the Corporation, the Senior Pastor shall be present and preside at all the meetings of the Board of Directors.

Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Directors.

A special meeting of the Board of Directors may be called by the Senior Pastor or by a majority of the directors.

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 that 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.

The names and addresses of the first Members of the Board of Directors are as follows:

Frank Toral  
4780 Davie Rd., Suite 101  
Davie, Florida 33314

Olivia Toral  
4780 Davie Rd., Suite 101  
Davie, Florida 33314

Antonio Suriani  
5840 SW 57th Way  
Davie, Florida 33314

(b) Corporate Officers. The Board of Directors shall elect the following Officers: President, Treasurer, and Secretary and such other Officers as the Board of Directors shall choose at a duly authorized meeting of the Board of Directors.

#### **ARTICLE IX** **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 such person in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which such person 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 such person is a Director or Officer of the Corporation at the time such person is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon such person), except in relation to matters as to which such person shall be finally adjudged in such action, suit or proceeding to have engaged in gross negligence or an intentional act in dereliction of such person's 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 X** **Capital Stock; Membership**

This Corporation shall be a non-stock, not-for-profit corporation. This Corporation shall not have members. Any local church conducted by the Corporation may have members, but such members shall be members of the local church, pursuant to the requirements of such local church, rather than members of this Corporation.



**ARTICLE XI**

**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 the Board of 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.

**ARTICLE XII**

**Amendments to Articles of Incorporation**

An amendment to these Articles of Incorporation may be proposed by any Member of the Board of Directors of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

**ARTICLE XIII**

**Initial Registered Office and Registered Agent**

The street address of the initial registered office of this corporation is 4780 Davie Road, Suite 101, Davie, Florida 33314, and the name of the initial registered agent of this Corporation at that address is FRANK TORAL. The principal office and mailing address of the corporation is 4780 Davie Road, Suite 101, Davie, Florida 33314.

**ARTICLE XIV**

**Incorporator**

The name and street address of the person signing these Articles of Incorporation is:

E. Scott Golden  
644 Southeast 4<sup>th</sup> Avenue  
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation on this 3 day of JUNE, 2016, for the purpose of forming this not for profit corporation under the laws of the State of Florida.

  
\_\_\_\_\_  
E. SCOTT GOLDEN

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16 JUN 27 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

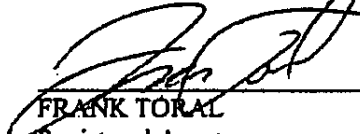
This Certificate is submitted pursuant to Section 617.0501, *Florida Statutes*, as follows:

Promise Life Chapel, Inc., a Florida not for profit corporation, has designated 4789 Davie Road, Suite 101, Davie, Florida 33314, as its Registered Office and has named FRANK TORAL, located at said address, as its Registered Agent to receive service of process within this State.

  
\_\_\_\_\_  
E. SCOTT GOLDEN

Having been named Registered Agent for the above-stated Corporation at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as Registered Agent.

DATED this 31 day of May, 2016.

  
\_\_\_\_\_  
FRANK TORAL  
Registered Agent

Z:\MY NEW DOCUMENTS\Corporate\4437-1 Promise Life Church, Inc\Articles.wpd

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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