

N98000004271

RAYMOND RIPLEY, JR.

-- ACCOUNTANTS, INC. --

235 Northeast 6th Avenue
Post Office Box 807 Delray Beach, Florida 33447
Telephone: (561) 272-7424 (561) 734-4454

Enrolled to Practice Before the
Internal Revenue Service

July 9, 1998

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/13/98--01034--016
*****70.00 *****70.00

RE: Articles of Incorporation
VERBO CHRISTIAN CHURCH OF WEST PALM BEACH, INC.

Gentlemen:

Enclosed are the notarized Articles of Incorporation for VERBO CHRISTIAN CHURCH OF WEST PALM BEACH, INC. the Articles of Incorporation, and a check for \$70.00 to cover the various filing fees. Please accept these Articles of Incorporation for filing and assign the corporation a charter number.

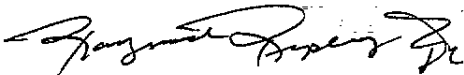
You may send the dated copy of the articles to:

Raymond Ripley, Jr.
235 Northeast 6th Avenue
Delray Beach, Florida 33483

Thank you for your help.

Sincerely,

RAYMOND RIPLEY, JR., ACCOUNTANTS, INC.



Raymond Ripley, Jr.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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07-23-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 15, 1998

RAYMOND RIPLEY, JR.
235 NORTHEAST 6TH AVENUE
DELRAY BEACH, FL 33483

SUBJECT: VERBO CHRISTIAN CHURCH OF WEST PALM BEACH, INC.
Ref. Number: W98000016033

We have received your document for VERBO CHRISTIAN CHURCH OF WEST PALM BEACH, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

- ✓ You must list the corporation's principal office and/or a mailing address in the document.
- ✓ The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of 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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 798A00037596

Please See Last Page for missing Information

ARTICLES OF INCORPORATION OF
VERBO CHRISTIAN CHURCH OF WEST PALM BEACH, INC.
A Florida corporation not for profit

The undersigned, a natural person competent to contract, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation to form a corporation not for profit pursuant to Chapter 617 of the Laws of the State of Florida:

ARTICLE I

Name of Corporation

The name of this corporation is Verbo Christian Church of West Palm Beach, Inc. A Florida corporation not for profit.

ARTICLE II

Term

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III

Incorporator

The name and the street address of the incorporator of these Articles of Incorporation are as follows:

Mauro Reyes

2080 Monica Drive
West Palm Beach, FL 33415

ARTICLE IV

General Purposes

This corporation is formed for such religious purpose as will qualify it as an exempt organization under Section 501 (c) (3) of Internal Revenue Code of 1959 or corresponding provisions of any subsequent federal tax laws, including, for such purposes the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

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DIVISION OF CORPORATIONS

Within the scope of the foregoing, the corporation is specifically organized to teach and to propagate the spiritual, moral and religious welfare of mankind and particularly, to promulgate the teachings of Christ Jesus as found in the Holy Bible, with extremely strong emphasis on the economic teaching of Christ Jesus, and to this end, to establish and operate churches.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE V

Activities Not Permitted

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal revenue Law or (b) a corporation, contributions to which are deductible under Section 170 (c) (1) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

Dedication and Distribution of Assets

All assets shall be permanently dedicated to the exempt purpose of IRC 503 (c) (3)

No part of the net earnings of the corporation shall inure to the benefit of any Member, Trustee or Officer of the corporation or any 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 Member, Trustee 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.

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

ARTICLE VII

Management of Corporate Affairs

A. Board of Trustees. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3).

The Trustees named herein as the first board of Trustees shall hold office until the first meeting of Members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Trustees and until the qualification of their successors in office. Annual meetings shall be held at the principal office of the corporation or at such other place or places as the Board of Trustees may designate from time by resolution.

Any action required or permitted to be taken by the Board of Trustees 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 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 Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board

of Trustees without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorize the Trustees to act. Such a statement shall be prima facie evidence of such authority.

The name and address of such first members of the Board of Trustees are as follows:

Mauro Reyes	2080 Monica Drive, West Palm Bch, FL 33415
Lourdes Reyes	2080 Monica Drive, West Palm Bch, FL 33415
Jose de la Guardia	411 N.W. 82nd Avenue, Miami, FL 33126
James Paul Jankowiak	182 Dove Circle, Royal Palm Bch, FL 33411

ARTICLES VIII

Indemnification

Every person who now is or hereafter shall be a Trustee 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 him in connections with, or resulting from, any action, suit or proceedings of whatever nature, to which he or she is or shall be made a party by reason of his being or having been a Trustee or Officer of the corporation (whether or not he is a Trustee or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such trustee or Office. The right of indemnification herein provided shall not be exclusive of other right to which any such person may now or hereafter be entitled as a matter of law.

ARTICLES IX

Membership

The membership of this corporation shall consist of all persons hereafter named as Trustees and all other persons as, from time to time hereafter, may be elected to membership by the Board of Trustees. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the Corporation. The Trustees shall from time to time prescribe the form and manner in which application may be made for membership and members may be admitted by the Board of Trustees only. The authorized number of the Members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of member, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE X

Bylaws

The Board of Trustees of this corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Trustees may deem necessary from time to time. Upon notice properly given, the Bylaws may; be amended, altered or rescinded by majority vote of the Trustees present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporation Not for Profit law of Florida concerning corporate action that must be authorized or approved by Members of the Corporation.

ARTICLE XI

Amendments to Articles of Incorporation

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

DIRECTORS

Chairman: MAURO REYES
Address: 2080 Monica Drive, West Palm Beach, FL 33415

Vice Chairman: LOURDES REYES
Address: 2080 Monica Drive, West Palm Beach, FL 33415

Director: JOSE de la GUARDIA
Address: 411 N.W. 82nd Avenue, Miami, FL 33126

Director: JAMES PAUL JANKOWIAK
Address: 182 Dove Circle, Royal Palm Beach, FL 33411

OFFICERS

President: MAURO REYES
Address: 2080 Monica Drive, West Palm Beach, FL 33415

Vice President: LOURDES REYES
Address: 2080 Monica Drive, West Palm Beach, FL 33415

Secretary: JOSE de la GUARDIA
Address: 411 N. W. 82nd Avenue, Miami, FL 33126

Treasurer: JAMES PAUL JANKOWIAK
Address: 182 Dove Circle, Royal Palm Beach, FL 33411

Mauro Reyes
Signature/Registered Agent

5.28.98
Date

Mauro Reyes
MAURO REYES, Chairman

5.28.98
Date

Lourdes Reyes
LOURDES REYES, Vice Chairman

5-28-98
Date

Jose De la Guardia
JOSE de laGUARDIA, Director

5-28-98
Date

J.P. Jankowiak
JAMES PAUL JANKOWIAK, Director

6-11-98
Date

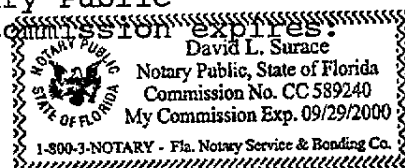
IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on the 11th day of June, 1998. This corporation shall be effective on filing of these Articles of Incorporation with the Secretary of State.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11th day of June, 1998.

David L. Surace
Notary Public

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

VERBO CHRISTIAN CHURCH OF WEST PALM BEACH INC., desiring to
organize under the laws of the State of Florida with its principal
office located at 2390 S. Military Trail, West Palm Beach, Florida
33416, in the County of Palm Beach, State of Florida, has named Mauro
Reyes, located at 2080 Monica Drive, West Palm Beach, Florida, 33415,
as it's agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation at the place designated in this Certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.

Mauro Reyes
Mauro Reyes

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DIVISION OF CORPORATIONS
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