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FLORIDA NON-PROFIT CORPORATION
GREATER MIAMI MINISTRIES ASSOCIATION INC.

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ARTICLES OF INCORPORATION

OF

**GREATER MIAMI MINISTERS ASSOCIATION, INC.
ASOCIACION DE MINITROS DEL GRAN MIAMI, INC.**

The undersigned, for the purposes of forming a not for profit corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

Name:

The name of the corporation shall be: GREATER MIAMI MINISTERS ASSOCIATION, INC., ASOCIACION DE MINISTROS DEL GRAN MIAMI, INC., which corporation shall hereinafter be referred to as the "Corporation".

ARTICLE II

Principal Office and Mailing Address:

The principal office and mailing address of the corporation shall be, 6300 NW 77 Court, Miami, FL 33166.

ARTICLE III

Purpose

This organization shall be for the purpose of promoting interdenominational and inter-national cooperation of fraternity to accomplish unity in the Body of Christ through the ministerial leadership. The organization shall be dedicated to minister to the needs of the pastors or ministers and their families.

The purposes for which the corporation, is organized are exclusively religious charitable, and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

Manner of Election of Directors

1. The affairs of the corporation shall be managed by a Board consisting of a number of directors which shall be determined by the By-Laws of the Corporation, but shall not be less than seven

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Hialeah, Fl 33012
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(7) in number.

2. The Directors of the corporation shall be elected any meeting of the members of in a manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in a manner provided by the By-Laws.

3. The Directors herein named shall serve until the first election of the Directors of the corporation members, and any vacancies in the number occurring before the first election shall be filled by majority vote of the remaining Directors.

4. The names and address of the members of the first Board of Directors and officers who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Names

Rev. Roberto Colloca - President, 6300 NW 77 Court, Miami Fl. 33166

Rev. Jose M. Vera - Vice-President, 5780 SW 17 St., Miami, Fl. 33155

Rev. Misael Castillo - Secretary, 2495 NW 23 St., Miami, FL. 33142

Rev. Marcos P. Perez - Treasurer, 2656 SW 87 Ave., Miami, FL. 33165

Rev. Yolanda Eden - 190 NW 79 Ave., Miami, FL. 33126

Rev. Humberto Cruz - 3001 NW 67 Terr., Miami, FL. 33055

Rev. Miguel Garcia - 11989 SW 56 St., Miami, FL. 33175

Rev. Julio Fernandez - 7525 NW 8 St., Miami, FL. 33126

Rev. Pablo Lago - 6280 W. 21 Ct., Hialeah, FL. 33016

Rev. Maria Vera - 5780 SW 17 St., Miami, FL. 33155

Rev. Nicolas Woodbury - 5465 NW 36 Street, Miami Spring, FL. 33166

ARTICLE V

Limitation of Corporate Powers:

The corporation shall have the following powers:

1. The corporation shall have all of the common law statutory powers of a corporation not-for-profit under the laws of Florida and all other powers and duties reasonably necessary to implement and effectuate the purposes of the corporation, as herein above set forth, including, but not limited to, the following:

(a) To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without

(b) To sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner, as in the judgment of the directors, will best promote the purposes of the corporations without limitations, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the By-Laws of the corporation, or any laws applicable thereto.

(c) To do any other act or thing incidental to or connected with the above purposes or advancement thereof, but not for the pecuniary profit for financial gain of its directors, officers except as permitted under the Not-For-Profit Corporation Law.

2. No part of the net earnings of the Corporation shall inure to the benefit of the corporation, or to the benefit of any member, trustee, or officer of said corporation, or any private individual, and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation.

3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

4. The corporation shall not engage in any act of self dealing as defined in Section 4941 (D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

5. The corporation shall not retain any excess business holdings as defined in Section 4943 (C) of the Internal Revenue Code of 1954, or corresponding of any subsequent Federal Tax laws.

6. The corporation shall not make any taxable expenditures as defined in Section 4945 (D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

7. Notwithstanding any of the provisions of the Certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501, (C)(3) of the Internal Revenue Code and its or by an organization, contributions to which are deductible under Section 170 (C) (2) of such code and regulations as they not exist

or as they may hereafter be amended.

8. All other powers of the corporation shall be subject to and shall be exercised in accordance with the By-Laws.

ARTICLE VI

Dissolution and Distribution

Dissolution shall be as authorized by law.

2. Upon the dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious and educational organizations which will 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.

ARTICLE VII MEMBERSHIP

Corporation membership shall be limited to pastors or ministers of good moral character who believe that the Holy Bible is the Word of God.

ARTICLE VIII AMENDMENTS

Amendments to the Articles of Incorporation shall be approved and submitted to the members for ratification at the annual meeting. The ratification of any amendment shall require a two thirds vote of those present at said annual meeting and the membership shall be provided with a thirty-day prior written notice of the presentation of such amendment.

ARTICLE IX REGISTERED AGENT


The initial registered agent and registered office shall be Rev. Roberto Colloca at 6300 NW 77 Court, Miami, FL 33166.

ARTICLE X INCORPORATOR

The name and address of the incorporator is:

Rev. Roberto Colloca, President
6300 NW 77 Court
Miami, FL 33166

IN WITNESS WHEREOF, I subscribed my name, this 16th day of
October, 1998.


Rev. Roberto Colloca
Incorporator

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

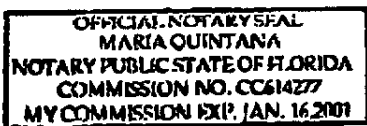
On this 16th day of October, 1998, before me the undersigned
officer, personally appeared, Rev. Roberto Colloca, to me to be
the person whose name is subscribed to in the within statement, and
acknowledged that he executed the same for the purposes therein
contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal.

Personally known X
Provided Driver's License
as form of I.D. _____


Notary Public, State of Florida

MY COMMISSION EXPIRES:



ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designation in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Dated this 16 day of October, 1998.



Rev. Roberto Colloca

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