

N98000006388

A & T Accounting and Taxes
7098 Bonita Drive
Miami Beach, Florida 33141
(305) 868-5365

October 23, 1998

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-10/29/98--01035--009
****122.50 *****78.75

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

In Re: Incorporation of Monte Horeb Church Assembly of
God, Inc.

Gentlemen:

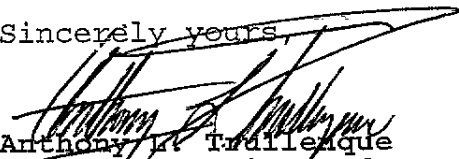
Please file the aforesaid corporation and return said
filed Articles and Resident Agent Form to:

A & T Accounting and Taxes
7098 Bonita Drive
Miami Beach, Florida 33141

Furthermore, please find herein enclosed the appropriate
check for the filing fees together with the Articles of
Incorporation and Designation of Resident Agent Form.

In the event you should have any questions, please do
not hesitate to call us at (305) 868-5365 or write to us at
the above styled address.

Sincerely yours,


Anthony M. Trullienque
A & T Accounting and Taxes

at/IT

cc: Archived

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -9 AM 7:46

R. Purdon OCT 30 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 30, 1998

A & T ACCOUNTING AND TAXES
7098 BONITA DRIVE
MIAMI BEACH, FL 33141

SUBJECT: MONTE HOREB CHURCH ASSEMBLY OF GOD, INC.
Ref. Number: W98000024630

We have received your document for MONTE HOREB CHURCH ASSEMBLY OF GOD, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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 Purintun
Document Specialist

Letter Number: 698A00053197

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

MONTE HOREB CHURCH
ASSEMBLY OF GOD, INC.

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, and for the objective purpose of forming a Christian Company recognizing the Bible as the Divine Word of God, under the provisions and subject to the requirements of the Laws of the State of Florida, we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE
NAME

The name of the corporation is:

MONTE HOREB CHURCH
ASSEMBLY OF GOD, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The general nature of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses an/or activities:

1.) To solicit contributions and gifts in order to share the gospel of Jesus Christ with the world, as we are instructed in Mark 16:15.

2.) To administer aid to the needy, showing the love of Jesus Christ as we are instructed;

3.) To engage in other lawful charitable, religious and educational activities as determined by its Board of Directors;

4.) To engage in any and all activities arising from and in connection with the Ministry of the Word of God and to conduct and operate a church, religious organization and/or place of worship together with the authority to engage in any and all activities related thereto including but not limited to education, counseling, preaching and sharing the Gospel of Jesus Christ.

5.) To engage in other lawful charitable, religious and educational activity as determined by its Board of Directors;

6.) To assist other charitable, religious and educational organizations in the conduct of similar activities;

7.) To establish in the main office or elsewhere all departments, ministries and activities necessary to carry out the purposes of the corporation; and

8.) To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

9.) In order to accomplish the foregoing charitable, religious and educational purposes, and for no other purpose or purposes, this corporation shall also have the power to effect the following:

- a.) Sue and be sued;
- b.) Make contracts;

- c.) Receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other corporations;
- d.) Act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- e.) Convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
- f.) And do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

10.) To engage in the real estate and as broker, and in any lawful capacity, and generally to take, lease, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease,

mortgage, work, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;

11.) Furthermore, the corporation may take, lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, chooses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties.

ARTICLE FOUR CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE
RESTRICTIONS

1.) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons; except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

2.) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

3.) The corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

4.) The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE SIX
REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

Jose Franca Da Rocha
7133 Bay Drive # PH-3
Miami Beach, Florida 33141

The corporate address and/or corporate headquarters shall be located at:

7133 Bay Drive # PH-3
Miami Beach, Florida 33141

ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially.

The names and addresses of the initial director of the corporation is:

Jose Franca Da Rocha
President
7133 Bay Drive # PH-3
Miami Beach, Florida 33141

Maria Alencar Da Rocha
Vice-President
7133 Bay Drive # PH-3
Miami Beach, Florida 33141

Dino Martins
Secretary-Treasurer
7133 Bay Drive # PH-3
Miami Beach, Florida 33141

1.) The Board of Directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time.

2.) The Board of Directors shall govern the corporation, and shall have all the rights and powers of a Board of Directors under the laws of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these

Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of Florida, or the laws of the United States.

3.) The term of each member of the Board of Directors shall be as established in the Bylaws.

4.) Directors shall be elected by the remaining Directors by a majority vote, upon the expiration of a Director's term or a vacancy for any reason. If the Board of Directors is unable to select a successor Director(s), such successor(s) shall be appointed by the appropriate court of the parish in which the principal Florida Office of the corporation is then located.

ARTICLE EIGHT LIMITATIONS AND RESTRICTIONS

1.) No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article 6 hereof. 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 any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions set forth in these Articles of Incorporation at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; 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 1986; the corporation shall not own any excess business holdings that would subject it to tax under section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any referendum these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent Federal Tax Laws.

2.) Notwithstanding any other provision of these Articles, corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the

Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

3.) The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be undertaken exclusively to carry the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

4.) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section xxx(c)(2) of such Code.

5.) The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatsoever.

6.) The corporation shall have all the rights and powers customary and proper for tax exempt nonprofit corporations,

including but not limited to the power to buy, sell, lease, exchange, encumber, or otherwise deal in real and personal property or rights therein; the powers to engage in any and all lawful activities for non-stock nonprofit corporations under the Florida code.

ARTICLE NINE
INCORPORATORS

The initial incorporators are as follows:

Jose Franca Da Rocha
7133 Bay Drive # PH-3
Miami Beach, Florida 33141

Dino Martins
7133 Bay Drive # PH-3
Miami Beach, Florida 33141

ARTICLE TEN
BY LAWS

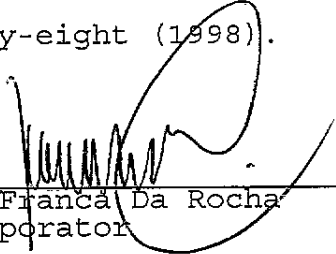
The initial By-laws of this corporation shall be adopted by the Director(s) and shall be altered, amended or repealed from time to time by the Board of Directors.

ARTICLE ELEVEN
AMENDMENT OF ARTICLES OF INCORPORATION


The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such

amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 30th day of September, nineteen hundred and ninety-eight (1998).



Jose Franca Da Rocha
Incorporator



Dino Martins
Incorporator

STATE OF FLORIDA

COUNTY OF DADE

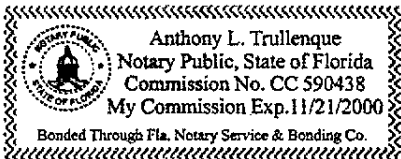
BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida, County of Dade, and City of Miami Beach, personally appeared:

JOSE FRANCA DA ROCHA
AND
DINO MARTINS

and known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

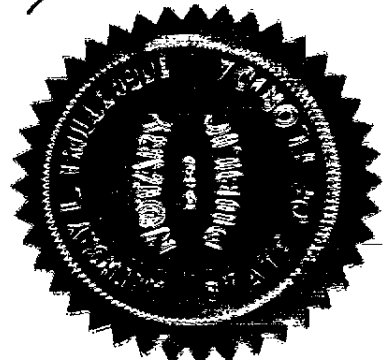
IN WITNESS WHEREOF, I have hereunto set my hand affixed
my official seal, in the State and County aforesaid, this
30th day of September, nineteen hundred and ninety eight
(1998).

My commission expires: _____



Anthony L. Trullenque

Notary Public, State of
Florida



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

PURSUANT TO THE FLORIDA STATUTES, the following is submitted
in compliance with said Statutes:

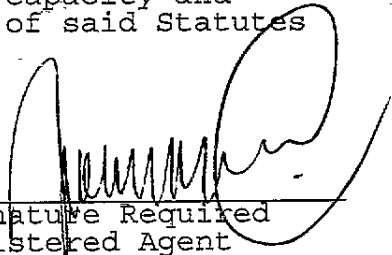
MONTE HOREB CHURCH
ASSEMBLY OF GOD

is qualified to do business under the laws of the State of
Florida with its principal office at 7133 Bay Drive # PH-3,
City of Miami Beach, County of Dade, State of Florida, and
has appointed Jose Franca Da Rocha residing at 7133 Bay Drive
PH-3, City of Miami Beach, County of Dade, State of
Florida, as its agent to accept Service of Process within
this State.

ACKNOWLEDGMENT (must be signed by Designated Agent)

Having been named to accept Service of Process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity and
further agree to comply with the provision of said Statutes
relative to keeping open said office.

BY:


Signature Required
Registered Agent