



THE UNITED STATES CORPORATION COMPANY

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 349249 134758A
AUTHORIZATION : Patricia Pizut
COST LIMIT : \$ 78.75

ORDER DATE : August 20, 1999
ORDER TIME : 3:20 PM
ORDER NO. : 349249-005
CUSTOMER NO: 134758A

CUSTOMER: Theodore J. Klein, Esq
THEODORE J. KLEIN, ESQ
THEODORE J. KLEIN, ESQ
88 N.e. 168th Street
N. Miami Beach, FL 33162

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DOMESTIC FILING

NAME: INNER CITY CHURCH OF MIAMI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PN 8/23/99

DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

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RECEIVED

ARTICLES OF INCORPORATION
OF
INNER CITY CHURCH OF MIAMI, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Article of Incorporation pursuant to the applicable provisions of Chapter 617, Florida Not For Profit Corporation Act, for the purpose of creating a not-for-profit corporation under the laws of the State of Florida.

FIRST: The name of this corporation shall be: "INNER CITY CHURCH OF MIAMI, INC."

SECOND: This corporation shall have a perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Secretary of State, State of Florida. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed by the board of directors exclusively to public charities which would qualify under the provisions of §501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time (hereinafter referred to as the "Code").

THIRD: This corporation is organized solely for religious, educational and charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes. This corporation is further organized to operate exclusively in any other manner for such other purposes as will qualify this corporation as an exempt organization under §501(c)(3) of the Code or under any corresponding provision of any subsequent federal laws.

FOURTH: This corporation shall have all the corporate powers provided under §617.0302, Florida Statutes, subject to the following limitations on corporate powers:

4.01 No part of the net earnings of this corporation shall inure to the benefit of any member, director, officer of the corporation, or any private individual (except that reasonable compensation and expenses incurred may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation; and

4.02 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office; and

4.03 This corporation shall not possess or exercise any power of authority either expressly, by interpretation, or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in §501(c)(3) of the Code and this corporation shall not engage in any activity which would cause the loss of such qualification; and

4.04 This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

FIFTH: Unless otherwise provided for in the by-laws from time to time adopted or amended, this corporation shall have no members.

SIXTH: The initial principal office of this corporation shall be located at 6112 N.W. 6 Avenue, Miami, Florida 33151, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

SEVENTH: The registered agent of this corporation is Theodore J. Klein, Esq., whose address is 88 N.E. 168 Street, North Miami Beach, Florida 33162.

EIGHTH: The affairs and business of the corporation shall be conducted by a board of directors consisting of the number of directors determined by the by-laws of the corporation, but this number shall not be less than three (3) directors. Actions taken by the board of directors shall be accomplished by the affirmative vote of a majority of the directors. Directors shall be elected in the manner prescribed in the by-laws of this Corporation, as in effect from time to time. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided for in the by-laws.

NINTH: The affairs of this corporation shall be administered by officers duly appointed by the board of directors at its first meeting following their designation as directors and thereafter at the annual meeting. Officers shall serve at the pleasure of the board of directors.

TENTH: The board of directors shall adopt by-laws of the corporation to provide for the internal control and government of the corporation and shall have the power to amend and repeal the same.

ELEVENTH: The name and address of the original subscriber to these Articles of Incorporation is Theodore J. Klein, Esq., whose address is 88 N.E. 168 Street, North Miami Beach, Florida 33162.

TWELFTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto as provided for in the by-laws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on behalf of this Corporation on this 18 day of August, 1999.


Theodore J. Klein, Esq.

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with §617.0501, Florida Statutes, the following is submitted:

First, that Inner City Church of Miami, Inc., desiring to organize under the laws of the State of Florida, has named Theodore J. Klein, Esquire, whose address is 88 N.E. 168 Street, North Miami Beach, Florida 33162, as its agent to accept service of process within Florida (registered agent).

Dated: August 18, 1999.


Theodore J. Klein, Esq.
Incorporator

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ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for Inner City Church of Miami, Inc., at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper performance of my duties.

Dated: August 18, 1999.


Theodore J. Klein, Esq.
Registered Agent

ai.innercitychurch