

N96000001544

TRANSMITTAL LETTER

February 13, 1996

Department of State
Division of Corporations
P.O. Box 6367
Tallahassee, FL 32314

FILED
MAR 15 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: FIL-AM CHRISTIAN FELLOWSHIP, INCORPORATED
Proposed Corporate Name

Enclosed please find two originals of the articles of incorporation and certificate of designation of registered agent/registered office for the above corporation. Also enclosed is a U.S. Postal Money Order in the amount of \$80.00 for the filing fee and registered agent designation. A certified copy is not requested at this time. Please use the second original as file/return copy. Also please forward a certificate of status.

700001745687
-03/15/96--01142--001
*****80.00 *****80.00

FROM: Ben Leo
Pastor
Fil-Am Christian Fellowship, Incorporated
1491 North Ocean Blvd.
Palm Beach, FL 33480

Thank you for your prompt attention to the filing and creation of this new entity.

Cordially,


Ben Lee

3-20-96
TB

ENCLOSURES

ARTICLES OF INCORPORATION FOR FIL-AM CHRISTIAN FELLOWSHIP INCORPORATED

The undersigned hereby declares that the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I. CORPORATE NAME

The name of this corporation is: **FIL-AM CHRISTIAN FELLOWSHIP, INCORPORATED.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in:

(A) To preach the Gospel, to administer the ordinances of the New Testament, to minister to the spiritual needs of its members and all people everywhere, to train Christian workers for the Lord's work, and to further the evangelization of the world by helping men, women and children know Christ as their personal Lord and Savior.

(B) To take, secure, accept, hold or acquire, by gift, purchase, legacy or otherwise, real and personal property, when it may deem the same proper, necessary and beneficial in promoting and advancing the work and purposes for which this corporation was formed; and shall have all the powers and duties set forth under Florida and Federal laws regarding not for profit corporations, except where variances permitted by law appear in these Articles.

ARTICLE III. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these articles with the Secretary of State for the State of Florida.

ARTICLE IV. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of the corporation in the State of Florida shall be:

**Reverend BEN LEE
1491 North Ocean Blvd.
Palm Beach, FL 33480
(407) 844-3027**

The Board of Trustees from time to time may move the Registered Office.

FILED
MAR 15 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. MEMBERSHIP

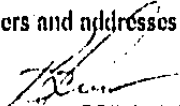
The government of this church is vested in the body of members who compose it. Thus the final authority for decision shall be the congregation to whom the Church Board and staff are responsible. Membership in the Corporation shall be duly determined in accordance with the Church Bylaws, such Bylaws shall be approved by the Board of Trustees and Membership at a duly called meeting for that purpose.

ARTICLE VI. BOARD OF TRUSTEES

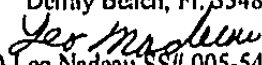
This corporation shall have three trustees initially. The number of trustees may be increased or diminished from time to time by Bylaws adopted by the members and board of trustees, but shall never be less than three.

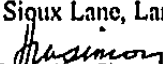
ARTICLE VII. INITIAL BOARD OF TRUSTEES

The names, social security numbers and addresses of the initial board of trustees are as follows:


(1) Ben B. Lee, SS# 594-25-1574
1491 North Ocean Blvd.
Palm Beach, FL 33480


(2) Dr. Russell Cordaro, SS# 175-26-1688
5910 Morning Star Circle, Apt. 305
Delray Beach, FL 33484


(3) Leo Nadeau SS# 005-54-8890
46 Sioux Lane, Lantana, FL 33462


(4) Honeylito Simon SS# 592-44-3210
127 Royal Pine Circle N.
Royal Palm Beach, FL 33411

The persons named as initial trustees shall hold office for the first year of existence of this corporation or until his successors are elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these articles of incorporation as the incorporator is:

(1) Reverend Ben Lee
1491 North Ocean Blvd.
Palm Beach, FL 33480
(407) 844-3027

ARTICLE IX. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1491 North Ocean Blvd. Palm Beach, FL 33480

ARTICLE X. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved at a members meeting by at least a majority of the members entitled to vote, unless all of the trustees and all the members sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XI. ORGANIZATION OF CHURCH

This corporation is organized under a non-stock basis.

ARTICLE XII. TAX EXEMPT STATUS

No part of the income or losses of this corporation shall be distributed to its members and/or trustees, except as compensation for actual services rendered. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or the Federal, State, or Local Government for exclusive public purpose.

ARTICLE XIII. INDEMNIFICATION OF TRUSTEES AND OFFICERS

All officers and trustees shall be indemnified by the Church/Corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Church may purchase and maintain insurance on behalf of all officers and trustees against any liability asserted against them in their capacity as officers and trustees or arising out of their status as such.

ARTICLE XIV. BYLAWS

The Bylaws of the Church shall be adopted by the Board of Trustees and may be altered, amended or rescinded in the manner provided in the Bylaws.

ATTESTATION

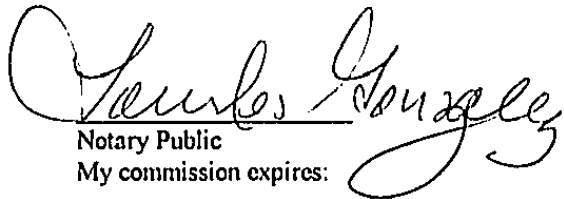
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Article of Incorporation on February 13, 1996.



Reverend Ben Leo
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared Ben Leo, to me know to be the person described as Incorporator of **FILAM CHRISTIAN FELLOWSHIP, INCORPORATED**, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on February 13, 1996.



Notary Public
My commission expires:

(SEAL)

Commission No:



LOURDES GONZALEZ
COMMISSION # CC 483153
EXPIRES NOV 04, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statute, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **FIL-AM CHRISTIAN FELLOWSHIP,
INCORPORATED.**

2. The name and address of the registered agent and office is:

**Reverend Ben Lee
1491 North Ocean,
Palm Beach, FL 33480**

SIGNATURE



Ben Lee
Pastor
February 13, 1996

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT
AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.**

SIGNATURE



Ben Lee
February 13, 1996

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

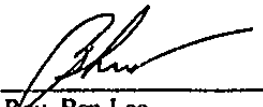
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **FIL-AM CHRISTIAN FELLOWSHIP, INCORPORATED.**

2. The name and address of the registered agent and office is:

**Reverend BEN LEE
1491 North Ocean Blvd.
Palm Beach, Florida 33480**

SIGNATURE


Rev. Ben Lee
Pastor
February 13, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Rev. Ben Lee
February 13, 1996

FILED
65 MAR 15 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA