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ATTORNEYS AND COUNSELORS AT LAW
644 SOUTHEAST 4TH AVENUE
FORT LAUDERDALE, FLORIDA 33301

FILE NUMBER

TELEPHONE (954) 764-6766 FACSIMILE (954) 764-6789 www.goldenlaneve.com E. SCOTT GOLDEN
EUGENE J. LANEVE

JUSTIN C. CARLIN

3884-1

VIA FEDEX

January 15, 2013

Corporate Records Bureau
Division of Corporations
Attn.: New Filing Section
2661 W. Executive Center Cir.
Clifton Building
Tallahassee, FL 32301

Re: Emmanuel College of the Nations, Inc.

Dear Sir/Madam:

Enclosed are two original executed copies of Articles of Incorporation for the referenced corporation for filing with the Secretary of State on the date received.

Also enclosed is a check in the amount of \$78.75 to cover the filing fee and costs as follows:

Filing Articles of Incorporation: \$70.00

Certified copies of Articles of Incorporation: \$8.75

Total \$78.75

Please forward one certified copy of the Articles of Incorporation to the undersigned at your earliest convenience.

Sincerely yours,

ESG/nir

Enclosures

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ARTICLES OF INCORPORATION

OF

EMMANUEL COLLEGE OF THE NATIONS, INC.

ARTICLE I - NAME

The name of this Corporation is Emmanuel College of the Nations, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for all lawful purposes permitted to be carried out by a corporation non-for profit, limited however to such purposes as are permitted by an organization recognized as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as explained in the relevant Treasury Regulations ("Internal Revenue Code"). The purposes of the Corporation shall include, but shall not be limited to, the following lawful purposes:

- 1. For each and all of the following:
 - A. To provide Biblical education and Christian ministry training.
 - B. To foster the study of Bible and make Biblical studies more broadly available.
- C. To promote the advancement of Christ's Kingdom through religious, educational, and charitable work.

- D. To purchase, lease, operate, maintain, pledge, mortgage, convey, and maintain real property in furtherance of the Corporation's other lawful purposes.
 - E. To create an endowment to fund the Corporation's other lawful purposes.
- 2. The foregoing purposes are subject to the general limitation that the purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
- 3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any member of the Corporation or any other 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 director or 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 Corporation.
- 4. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code. The Corporation shall not make any taxable expenditures as defined in

Section 4945(d) of the Internal Revenue Code.

5. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this Corporation is 644 Southeast Fourth Avenue, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this Corporation at that address is E. Scott Golden. The principal office and mailing address of the corporation is 19821 NW 2nd Avenue, #356, Miami Gardens, Florida 33169.

ARTICLE V - CAPITAL STOCK

This Corporation shall be a non-stock, not-for-profit corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but never shall be less than three. The name and address of each of the initial directors of this Corporation are:

Carmen Boney 19821 NW 2nd Avenue, #356 Miami Gardens, Florida 33169

Winston Lewis 19821 NW 2nd Avenue, #356 Miami Gardens, Florida 33169

James Burck 19821 NW 2nd Avenue, #356 Miami Gardens, Florida 33169

ARTICLE VII - ELECTION OF BOARD OF DIRECTORS

The members of the Board of Directors shall be elected annually be majority vote at a meeting of the Board of Directors to be held on the first Wednesday after February 15 of each year. Each person elected to the Board of Directors shall take office immediately upon election and shall remain in office until his death, his resignation, or another person is elected by the Board of Directors to succeed him.

ARTICLE VIII - MEMBERS

The Corporation shall not have members.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

E. SCOTT GOLDEN 644 Southeast Fourth Avenue Fort Lauderdale, Florida 33301

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer of director or any former officer or director to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, inconsistent with Florida law or as permitted by the Bylaws.

E. SCOTT GOLDEN

I submit this document and affirm that the facts stated in it are true. I am aware that any false information submitted to the Department of State constitutes a third degree felony as provided in Section 817.155, *Florida Statutes*.

TILLED
SECRETARY OF STATE
SECRETARY OF STATE
AND AN ASSOCIATION
SECRETARY OF STATE
AND AND ASSOCIATION
SECRETARY OF STATE
AND ADDRESS OF STATE
ADD

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE
MAY BE SERVED, AND ACCEPTING DESIGNATION AS REGISTERED AGENT

This Certificate is submitted pursuant to Section 48.091 and 617.0501, *Florida Statutes*, as follows:

Emmanuel College of the Nations, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in its Articles of Incorporation, in the City of Fort Lauderdale, County of Broward, State of Florida, has named E. Scott Golden, of 644 Southeast Fourth Avenue, Fort Lauderdale, Florida 33301, as its agent to receive service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

E/W/X/J/J/L E/SCOTT GOLDEN

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