

# 719620

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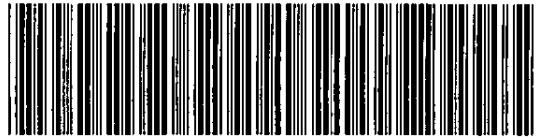
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*Restated  
Articles*

10/22/08--01011--019 \*\*45.00

2808 OCT 22 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*ASR  
10/27/08*



October 16, 2008

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Gentlemen:

Attached please find for filing The Restated Articles of Incorporation of The Rock-Miami Church, Inc. properly signed by each of the five Directors. Additionally please find our check #17609 in the amount of \$45.00 representing the filing fee, as well as the charge for a return photocopy reflecting the date this document was filed.

May I state that our latest Annual Report to the State of Florida properly reflects the names of the Board members who comprised the meeting of Directors issuing these Restated Articles.

If additional information is required, please feel free to contact the undersigned at the number listed below.

Sincerely,

Ms. Del E. Anderson  
Administrative Assistant to the Pastors

/dea

RESTATED ARTICLES OF INCORPORATION  
OF

THE ROCK- MIAMI CHURCH, INC.

(A Florida Corporation Not for Profit)

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2008 OCT 22 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I, NAME

The name of the corporation was officially changed to The Rock-Miami Church Inc. after the corporation bearing that name merged with Westchester Spanish Christian Church, Inc. All data pertinent to Westchester Spanish will rule the survivor corporation, The Rock-Miami Church, Inc.

ARTICLE II, PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be as it was:

10601 S.W. 48<sup>th</sup> St.  
Miami, FL 33165

ARTICLE III, TERM OF EXISTENCE

The period of its duration shall be PERPETUAL

ARTICLE IV, PURPOSES

This corporation is organized to establish a church or churches, the purposes of which are religious, charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue code or any future United States Internal Revenue Law.

ARTICLE V, DIRECTORS

The Board of Directors of this corporation shall consist of not less than three (3) members. They shall have the power to obtain, possess and dispose of assets movable or immovable estates, bank notes, mortgages, stocks, titles or claims, bonds or promissory notes of all kinds, and shall have the power and authority to obtain loans of money and execute its notes and titles of debts, and to obtain the same through its property, movable and immovable estates. The Board of Directors shall act under the direction of the Board of Elders.

The Board of Directors shall be in charge of all property. They shall serve until their successors are appointed by the unanimous vote of the Board of Elders or removed from office by the unanimous vote of the Board of Elders.

#### ARTICLE IV, POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

#### ARTICLE VII, MEMBERSHIP

The corporation hereby elects to have no members. All rights which otherwise would vest in the members shall vest in the Directors.

#### ARTICLE VIII, REGISTERED AGENT

The name and the street address of the registered agent is:

Alfredo Perez  
10601 S.W. 48<sup>th</sup> Street  
Miami, FL 33165

#### ARTICLE IX, NON-INVOLVEMENT/NON-POLITICAL CLAUSE

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of political propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE X, DISSOLUTION CLAUSE

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 the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations, whether domestic or foreign, organized and operated exclusively for religious, charitable, or educational purposes as shall at that time qualify as an exempt organization or organizations under sections 501 (c)(3) of the Internal Revenue Code (or the

corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

We, the Directors of this corporation, hereby adopt these Restated Articles of Incorporation; this 30<sup>th</sup> day of September, 2008. The restatement of these articles does not require member approval.

IN WITNESS WHEREOF, we, the undersigned subscribing Directors of this non-member corporation, have hereunto set our hands and seals, this 30<sup>th</sup> day of September, 2008.

Alfredo Perez, President/Director

Gerardo van Dalen, Secretary/Director

Juan Otero, Director

Rafael Figueredo, Director

Guillermo (William) Oliva, Director

*[Handwritten signatures of Alfredo Perez, Gerardo van Dalen, Juan Otero, Rafael Figueredo, and Guillermo Oliva]*

STATE OF FLORIDA           )  
  )  
COUNTY OF MIAMI-DADE   )

Before me, a Notary Public authorized in the State and County name above to take acknowledgments, personally appeared Alfredo Perez, Gerardo van Dalen, Juan Otero, Rafael Figueredo and Guillermo (William) Oliva, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation of a Church and non-profit religious corporation and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.

30<sup>th</sup> Witness my hand and official seal in the County and State mentioned above this date of September, 2008.

*[Handwritten signature of Notary Public]*

Notary Public, State of Florida

