

736552

Law Offices
MINDY S. GLAZER, P.A.
Courthouse Plaza, Suite 500
28 West Flagler Street
Miami, Florida 33130

Mindy S. Glazer
Attorney At Law, J.D., LL.M.

January 21, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-01/22/98--01109--009
*****87.50 *****87.50

RE: First Tabernacle of Jesus Christ, Inc., Doc. # 736552

Enclosed please find the Amended and Restated Articles of Incorporation of First Tabernacle of Jesus Christ, Inc., together with a check in the amount of \$87.50 for the filing fee and a certified copy of the Amended Articles. I have enclosed a stamped envelope for the return of the certified copy.

Thank you for your attention to the foregoing. Please feel free to call me should there be any questions.

Sincerely yours,

Mindy S. Glazer
Mindy S. Glazer

MSG/mos
Enc.

Amended & Restated Art. & N/C

VS FEB 3 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 27, 1998

MINDY S. GLAZER, P.A.
COURTHOUSE PLAZA, SUITE 500
28 WEST FLAGLER ST.
MIAMI, FL 33130

SUBJECT: 1ST TABERNACLE OF JESUS CHRIST, INC.
Ref. Number: 736552

We have received your document for 1ST TABERNACLE OF JESUS CHRIST, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. A computer printout of a similarly named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

Please return 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 898A00004561

for 1/30/98

Law Offices
MINDY S. GLAZER, P.A.
Courthouse Plaza, Suite 500
28 West Flagler Street
Miami, Florida 33130

Mindy S. Glazer
Attorney At Law, J.D., LL.M.

Telephone:
(305) 579-2100

January 29, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301
Attention: Velma Shepard

RE: 1st Tabernacle of Jesus Christ, Inc.
Number: 736552

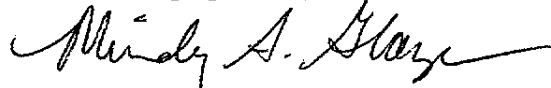
Dear Ms. Shepard:

I have reviewed your letter of January 27, 1998, copy enclosed, indicating that the pre-amendment name must be in the title. I have added this, and request that you file the Amended and Restated Articles of Incorporation. The filing fee has already been paid.

Further, I would appreciate you sending me back a "clocked in" copy and a certified copy of the Articles.

Thank you for your assistance. Please feel free to call me should you have any questions.

Sincerely yours,



Mindy S. Glazer

MSG/mos
Enc.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
1ST TABERNACLE OF JESUS CHRIST, INC.
A Not-For-Profit Corporation**

98 JAN 30 PM 2:37
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Amended and Restated Articles of Incorporation of 1st Tabernacle of Jesus Christ, Inc., duly executed and filed pursuant to Sections 617.1006 and 617.1007, Florida Statutes, is to be effective upon filing and is a Restatement and in part an Amendment of the Articles of Incorporation of 1st Tabernacle of Jesus Christ, Inc., filed initially with the Department of State of the State of Florida on August 6, 1976.

**ARTICLE I
(Name)**

The name of the Corporation is "FIRST TABERNACLE OF JESUS CHRIST, INC."

**ARTICLE II
(Address of Corporation)**

The principal place of business and mailing address of this corporation shall be 7424 N.E. 2nd Avenue, Miami, Florida 33138, and at such other points or places in the State of Florida, and in the United States and foreign countries as may, from time to time, be authorized by the Board of Directors.

**ARTICLE III
(Duration)**

This duration (term) of the Corporation is perpetual.

**ARTICLE IV
(Not For Profit)**

The corporation is a corporation not-for-profit as defined in Chapter 617, Florida Statutes, in that it is not formed for pecuniary profit and no part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under the law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986.

**ARTICLE V
(Registered Office and Agent)**

The street address of the Registered Office of the Corporation is 1401 N.W. 17th Avenue, Miami, Florida, 33125, and the name of its Registered Agent at that address is Edward M. Rogers.

**ARTICLE VI
(Purposes)**

The Corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes, 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 the corresponding section of any future federal tax code.

Solely for the above purposes, but not by way of limitation, the Corporation is empowered to:

SECTION I: Operate a church and tabernacle including all phases of charitable, sacred and religious activities. To issue ordination, religious baptismal credentials, and install and confer religious, sacred titles or degrees on worthy members, graduates, citizens and individuals. To operate a religious school, institute and college, giving instructions in every subject;

SECTION II: Exercise all the powers conferred by law upon corporations not for profit, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

SECTION III: To operate exclusively for such religious purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any future United States internal revenue law.

**ARTICLE VII
(Qualifications and Limitations)**

SECTION I: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

SECTION II: This Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding

provision of any future United States internal revenue law.

SECTION III: The territory in which the Corporation's operations are principally to be conducted is the United States of America; the Corporation also may conduct operations in foreign countries, subject, however, to the laws of the State of Florida.

SECTION IV: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes 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, or the corresponding provisions of any future federal tax code, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII (Members)

The Corporation shall have voting members who shall be elected (and may be removed) by the voting members and shall have all the rights and privileges of members of the Corporation. The bylaws may provide for one or more classes of voting members. The bylaws may also provide for nonvoting members of one or more classes. Voting members and nonvoting members shall be admitted in such a manner and shall have such rights and privileges as are set forth in the bylaws of the Corporation. The members shall not be personally liable for the debts of the corporation.

ARTICLE IX (Directors)

The management of the Corporation shall be vested in a Board of Directors. The number of persons constituting the present Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3) persons. The voting members of the Corporation shall elect the members of the Board of Directors, in accordance with the provisions set forth in the bylaws of the Corporation. The Board of Directors shall have the power to make, alter, amend, and rescind the corporation bylaws. The name and address of each present member of the Board of Directors of the Corporation is as follows:

NAME	ADDRESS
JEAN PROSPER ST. VIL	51 N.W. 51st Street, Miami, Florida
JEREMIE ST. VIL	51 N.W. 51st Street, Miami, Florida
MARIE ERMANISE ALTIDOR	197 N.W. 88th Street, Miami, Florida

ARTICLE X (Officers)

The Corporation shall have the officers described in its articles of incorporation or its bylaws who shall be elected or appointed at such time and for such terms as is provided in the articles of incorporation or the bylaws. In the absence of any such provisions, all officers shall be elected or appointed by the Board of Directors annually. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the bylaws or Board of Directors. The bylaws or the Board of Directors shall delegate to one of the officers responsibility for preparing minutes of the directors' and members' meetings and for authenticating records of the corporation. The same individual may simultaneously hold more than one office in the corporation.

ARTICLE XI (Bylaws)

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XII (Indemnification)

The Corporation shall indemnify its Directors, Officers, employees, and agents in accordance with provisions in the Bylaws of the Corporation.

ARTICLE XIII (Amendment)

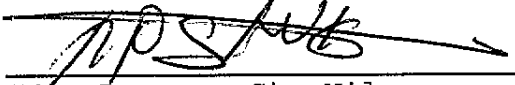
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law, provided that any amendment will not adversely affect the status of the corporation as an organization qualifying under §501(c)(3) of the Internal Revenue Code.

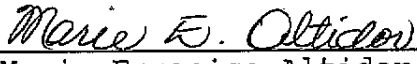
ARTICLE XIV
(Adoption of Amendment and Restatement)

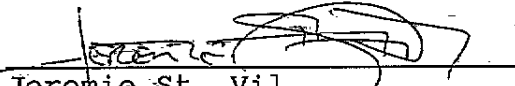
There are no members or members entitled to vote on the amendment. The amendment was adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

The restatement does not contain an amendment to the articles requiring member approval. The Board of Directors adopted the restatement by majority vote.

IN WITNESS WHEREOF, the undersigned Directors have signed these Amended and Restated Articles of Incorporation of 1st Tabernacle of Jesus Christ, Inc. on this 26 day of December, 1997.


Jean Prosper St. Vil
President


Marie Ermanise Altidor
Secretary


Jeremie St. Vil
Vice President