

# 700000000560

TRANSMITTAL LETTER

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

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-01/24/00--01111--020  
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CELULA DE INSTRUCCION Y DIFUSION DEL IDEAL ESPIRITA, INC.

**SUBJECT:** CELL FOR INSTRUCTION AND DIFFUSION OF SPIRITUAL IDEALS, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: MICHAEL F. MAZQUIARAN, ESQ.  
Name (Printed or typed)

3446 S.W. 8th Street Suite 205  
Address

Miami Fl 33135  
City, State & Zip

(305) 448-6495  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2000 JAN 24 PM 12:05

FILED

**NOTE:** Please provide the original and one copy of the articles.

Michael M. GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT I  
DATE 1-28-00  
DOC. EXAM CH

A. Howell JAN 28 2000

FILED

2000 JAN 24 PM 12:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CELULA DE INSTRUCCION Y DIFUSION DEL IDEAL ESPIRITA, INC.  
(In English: Cell for Instruction and Diffusion of Spiritual Ideals, Inc.)  
(a non-profit Corporation)

The undersigned, acting as incorporators of a non profit corporation under the provisions of the Florida not for profit corporations Act (this act as amended from time to time to be referred hereafter as the "Act") adopt the following Articles of Incorporation:

ARTICLE I: NAME:

The name of the Corporation shall be: "Celula de Instruccion y Difusion del Ideal Espirita, Inc.", and it shall be hereafter referred to as "the Corporation."

ARTICLE II: DURATION:

The duration of this corporation shall be perpetual, and its existence shall commence upon the filing of this articles in the office of the Division of Corporations of the State of Florida.

ARTICLE III: PURPOSES:

The purposes of the corporation are as follow:

1. To establish a religious organization whose fundamental and essential creed shall be based on Allen Kardec's codes governing spiritual beliefs. The organization's religious concepts will include moral Christian values encompassing philosophical and scientific precepts. Belief in a Supreme Being, God (The Creator), immortality of the soul and belief in reincarnation. No ceremonial rituals or religious hierarchy within the religious organization shall be adhered to. This is a nondenominational religious organization.

2. To receive and maintain real or personal property, or both, and to use and apply the whole or any party of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes (in addition to its main general purposes) either directly or by contribution to organizations that qualify as exempt under Section 501

(c ) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or may hereafter be amended.

3. To erect and maintain a building or buildings to be used to carry out the general purpose of the corporation.

4. To solicit funds and donations in cash or in kind from time to time to further the purposes of this corporation.

5. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust or other lien.

6. 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. No substantial part of the activities of the corporation shall be carrying on propaganda, otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

7. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c ) (3) of the Internal Revenue Code and Regulations, or by an organization, contributions to which are deductible under Section 170 (c ) (2) of the Internal Revenue Code.

8. 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 purpose if 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

9. The corporation shall have such powers as are conferred upon not for profit

corporations, generally, by the Laws of the State of Florida, and all incidental powers necessary to exercise those powers in the accomplishment of its objects and purposes.

#### ARTICLE IV: MEMBERSHIP:

1. Membership shall not be denied to anyone based upon sex, creed, color, nor religion. Membership is open to anyone interested in the purposes of the corporation.

2. An individual shall become a member of this organization upon application and subsequent approval of the Board of Directors of the corporation and upon payment of such dues and fees as the Board of Directors may from time to time deem necessary.

3. All members of the corporation shall be entitled to the same privileges.

4. The bylaws may provide such further reasonable regulation for admission to membership as the board of directors may from time to time consider necessary or appropriate. The board of directors may set the amount of any membership dues to be paid by the members of this corporation.

#### ARTICLE V: OFFICE ADDRESS, REGISTERED AGENT:

The initial post office address, and principal office of the corporation shall be: 13772 S.W. 149th Circle Lane, Miami, Fl 33186.

The Board of Directors may from time to time change the post office address and principal office addresses.

**REGISTERED OFFICE:** The address of the initial registered office of the corporation shall be 13772 S.W. 149th Circle Lane, Miami, Fl 33186.

**REGISTERED AGENT:** The name of the initial Registered Agent of the corporation, whose business address is the same as the foregoing registered office, is: Ana Elena Peña.

#### ARTICLE VI BOARD OF DIRECTORS:

1. **Board of Directors:** All normal business of the corporation shall be carried out by a Board of Directors composed of all Officers of the corporation. The Board of Directors shall periodically report to the membership on its activity. The Board of Directors shall be responsible for determining the policies of the corporation.

2. **Number of Directors:** The initial Board of Directors shall consist of four (4). The number of directors of the corporation shall be determined by the Bylaws, but shall never be less than three (4).

3. Officers: There shall be not less than four (4) officers in this corporation, who shall also be directors, and they shall be one (1) President, one (1) Vice-President, one (1) Secretary, and one (1) Treasurer. The bylaws may create other officers for the corporation. The bylaws shall also define the duties and powers of each officer of the corporation.

4. Election of Directors and Officers: The general membership shall elect the officers and directors of the corporation at a general meeting of members that shall take place every two (2) years within ninety (90) days of the end of its fiscal year. The initial board of directors shall determine the date of the first general membership meeting to elect officers and directors.

5. Initial Board of Directors: The names and addresses of the persons who are to serve as officers and directors until the first annual meeting of members, and until their successors shall have been elected and qualified, follows:

President: Ana Elena Peña  
13772 S.W. 149th Circle Lane, # 2  
Miami, Fl 33186.

Vice-President: Armando Velez Nova  
*Armando Velez*  
10335 S.W. 38 Terrace Mia FL  
33165

Secretary: Nirvana Diaz  
*Nirvana Diaz*  
10464 S.W. 115th Ct. Miami Fl.  
33176

Treasurer: Marcio Mocedo  
*Marcio Mocedo*  
14511 SW 146 PLACE - MIAMI, FL. 33186

#### ARTICLE VII: INCORPORATORS:

The names and addresses of the incorporators are as follows:

Ana Elena Peña  
13772 S.W. 149th Circle Lane, # 2  
Miami, Fl 33186.

Armando Velez Nova  
10335 S.W. 38 TERRACE  
MIAM, FL 33165

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2000 JAN 24 PM 12:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Nirvana Diaz  
10404 SW 115<sup>th</sup> COURT  
MIAMI FL 33176

Marcio Mocado  
14511 SW 146 PLACE - MIAMI, FL. 33186

ARTICLE VIII: AMENDMENT:

These Articles of Incorporation may be amended by a majority vote of the general membership voting on amendments approved by a majority of the Board of Directors, or amendments submitted by a majority petition of the members in good standing.

ARTICLE IX: BYLAWS:

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or to adopt new ones shall be vested in the Board of Directors. The Bylaws may contain any provision for regulation or management of the affairs of the corporation not inconsistent with the Act or these Articles of Incorporation.

EXECUTED this 19 day of JANUARY, 2000, by:

Ana Elena Peña  
Ana Elena Peña

Armando Velez Nova

Nirvana Diaz  
Nirvana Diaz

Marcio Mocado

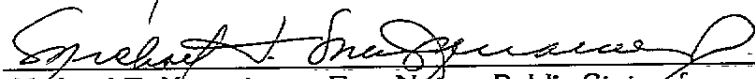
The undersigned, having been named as Registered Agent and to accept service of process for the above named corporation at 13772 S.W. 149th Circle Lane, Miami, FL 33186, hereby accepts the appointment as Registered Agent, and agrees to act in said capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a Registered Agent, with which the undersigned declares to be familiar.

Ana Elena Peña  
Ana Elena Peña, as incorporator  
and Registered Agent

STATE OF FLORIDA            )  
  )  
COUNTY OF MIAMI-DADE    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Ana Elena Peña, to me personally known and to me known to be the persons described in and who executed the foregoing instrument as Registered Agent, and she acknowledged before me that she executed the same as Incorporator and Registered Agent of the above named corporation.

WITNESS my hand and official seal in the State and County last aforesaid, this 19 day of JANUARY, A.D., 2000.

  
Michael F. Mazquiaran, Esq. Notary Public State of  
Florida at Large, Commission Expires: April 26, 2001.



THIS INSTRUMENT PREPARED BY:  
MICHAEL F. MAZQUIARAN, ESQ.  
3446 S.W. 8th Street  
Miami, FI 33135  
Tel: 305-448-6495.