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June 20, 2000

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

FILED  
JUN 26 PM 4:15  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RE: ELIM SPORTS MINISTRIES, INC.

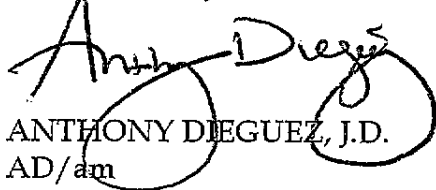
To Whom It May Concern:

Enclosed please find the Articles of Incorporation for ELIM SPORTS MINISTRIES, INC., a not for profit corporation to be filed with your office.

Enclosed also please find a check in the amount of \$78.75 representing the filing fee, registered agent designation, and a certified copy.

Once filed, please send the certified copy of the Articles of Incorporation to our office.

Yours cordially,

  
ANTHONY DIEGUEZ, J.D.  
AD/am

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Enclosure

D. BROWN JUN 27 2000

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

ELIM SPORTS MINISTRIES, INC.

The undersigned, for the purposes of forming a not for profit corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

Name:

The name of the corporation shall be: ELIM SPORTS MINISTRIES, INC., which corporation shall hereinafter be referred to as the "Corporation".

ARTICLE II

Principal Office and Mailing Address:

The principal office and mailing address of the corporation shall be, 5800 S.W. 90<sup>TH</sup> Court, Miami, FL 33173.

ARTICLE III

Purpose

The object and purpose of the corporation shall provide sports activities for children and introduce them to also work with the Juvenile Justice System and law enforcement to teach Christian values to children. To keep children in Christian value centered sports programs and out of the streets.

The purposes for which the corporation, is organized are exclusively religious charitable, and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

Manner of Election of Directors

1. The affairs of the corporation shall be managed by a Board consisting of a number of directors which shall be determined by the By-Laws of the Corporation, but shall not be less than three (3) in number.

2. The Directors of the corporation shall be elected any meeting of the members of in a manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in a manner provided by the By-Laws.

3. The Directors herein named shall serve until the first election of the Directors of the corporation members, and any vacancies in the number occurring before the first election shall be filled by majority vote of the remaining Directors.

4. The names and address of the members of the first Board of Directors and officers who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Names

Conrado Molleda - President, Director

Elsa Molleda - Vice-President, Treasurer and Director

Teodoro Rodriguez - Secretary, Director

**ARTICLE V**

**Limitation of Corporate Powers:**

The corporation shall have the following powers:

1. The corporation shall have all of the common law statutory powers of a corporation not-for-profit under the laws of Florida and all other powers and duties reasonably necessary to implement and effectuate the purposes of the corporation, as herein above set forth, including, but not limited to, the following:

(a) To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value.

(b) To sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner, as in the judgment of the directors, will best promote the purposes of the corporations without limitations, accept such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the By-Laws of the corporation, or any laws applicable thereto.

(c) To do any other act or thing incidental to or connected with the above purposes or advancement thereof, but not for the pecuniary profit for financial gain of its directors, officers except as permitted under the Not-For-Profit Corporation Law.

2. No part of the net earnings of the Corporation shall inure to the benefit of the corporation, or to the benefit of any member, trustee, or officer of said corporation, or any private individual, and no member, trustee, 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 Foundation.

3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

4. The corporation shall not engage in any act of self dealing as defined in Section 4941 (D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

5. The corporation shall not retain any excess business holdings as defined in Section 4943 (C) of the Internal Revenue Code of 1954, or corresponding of any subsequent Federal Tax laws.

6. The corporation shall not make any taxable expenditures as defined in Section 4945 (D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

7. Notwithstanding any of the provisions of the Certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (C)(3) of the Internal Revenue Code and its regulations as they not exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (C) (2) of such code and regulations as they not exist or as they may hereafter be amended.

8. All other powers of the corporation shall be subject to and shall be exercised in accordance with the By-Laws.

## ARTICLE VI

### Dissolution and Distribution

Dissolution shall be as authorized by law.

2. Upon the dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious and educational organizations which will then qualify under the provisions of Section 501 (C) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## ARTICLE VII AMENDMENTS

Amendments to the Articles of Incorporation shall be approved by the Board of Directors.

ARTICLE VIII  
REGISTERED AGENT

The initial registered agent and registered office shall be Conrado Molleda, 5800 S.W. 90<sup>th</sup> Court, Miami, Florida 33173.

IN WITNESS WHEREOF, I subscribed my name, this 16 day of

June, 2000.

Conrado Molleda  
Conrado Molleda

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) S.S.

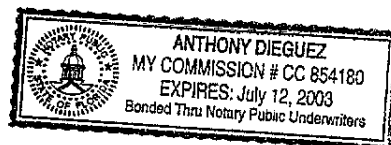
On this 16<sup>th</sup> day of June, 2000, before me the undersigned officer, personally appeared, Conrado Molleda, to me to be the persons whose names are subscribed to in the within statement, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Personally known             
Provided Driver's License  
as form of I.D.           

Anthony Dieguez  
Notary Public, State of Florida

MY COMMISSION EXPIRES:



ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designation in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Dated this 16 day of June, 2000.

  
\_\_\_\_\_  
Conrado Molleda

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