

ND0000005477

Transmittal Letter

FILED

00 AUG 14 PM 2:55  
8-9-2000

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Subject: PRAISE 4 MUSIC MINISTRY, INC.

Enclosed is an original and (1) copy of the articles of incorporation and a check  
for: \$87.50 for the following:

Filing Fee	\$70.00
Certified Copy	\$ 8.75
Certificate of Status	\$ 8.75
Total	\$87.50

100003355661--3

-08/14/00--01088--020  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Please return to David Lopez  
238 East 11 Street  
Hialeah, Florida 33010

305-325-0447 My day time telephone.

FILED  
00 AUG 14 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PN 8/21/00 -

**ARTICLES OF INCORPORATION  
OF  
PRAISE 4 MUSIC MINISTRY, INC.**

FILED  
00 AUG 14 PM 2: 55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation and acting as incorporator(s) of a Non-Profit Corporation pursuant to Chapter 617, Florida Statutes, do hereby certify and adopt(s) the following Articles of Incorporation of such corporation.

**ARTICLE I**

**NAME**

The name of this corporation shall be:

PRAISE 4 MUSIC MINISTRY, INC. ("Corporation").

**ARTICLE II**

**PRINCIPAL ADDRESS**

The principal place of business of the Corporation is in the State of Florida and shall be located at 319 N.W. 109 Ave in the city of Miami, County of Dade, 33172. The Corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**ARTICLE III**

**PURPOSE**

The purposes for which the Corporation is organized are:

1. Our purpose is to help people in their decision to follow Jesus Christ, and accept Him as their personal Savior through music.
2. Our ministry involves visiting churches, youth camps/rallies, evangelism/camp meetings, schools, prisons, and home for the elderly, hospitals, and

orphanages with the purpose of spreading the Good News of Jesus and how to live the Christian life through music.

3. Disseminating Christian religious views through music.
4. Advancement of Christian religion and ideas through music.
5. Helping people find peace, joy and happiness through music ministry.
6. In addition, the nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do. To receive and maintain personal or real property, or both: and, subject to the restrictions and limitation hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for religious, charitable, educational, literary or scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.<sup>1</sup> The activities of the Corporation shall be consistent with Section 501(c)(3).

In furtherance of the foregoing, the Corporation shall be authorized:

- (a) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.
- (b) To receive assistance, money, real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this

---

<sup>1</sup> Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes.

- (c) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.
- (d) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of this Corporation, any and all forms of contributions or other funds received by it in carrying out charitable, educational, and scientific, programs of the Corporation in furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.
- (e) To contract and be contracted with, and to sue and be sued.
- (f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.
- (g) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary: but this shall not be compulsory unless required by law.
- (h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits, of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes.
- (i) All the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

- (j) Each and all the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the charitable, educational, literary and scientific purposes for which this Corporation is formed.

#### **ARTICLE IV**

#### **DIRECTORS AND MANNER OF ELECTION**

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the directors of a Board of Directors. The conditions of election to the Board of Directors and the number of directors (which number shall not be less than (3) nor more than (18) shall be as provided in the Bylaws. The names and addresses of the initial Directors, who are to serve until the first election thereof, are:

President:	David Taylor 319 N.W. 109 Ave Unit #7 Miami, Florida 33172
Vice-President:	Samuel Tielves 9979 N.W. 127 Street Hialeah Gardens, Florida 33018
Secretary:	John Tielves 10210 S.W. 41 Terrace Miami, Florida 33165
Treasurer:	David Lopez 238 East 11 Street Hialeah, Florida 33010

The date of the first meeting will be specified by the Bylaws. The Board of Directors shall be elected by the members at the annual meeting of the Corporation, to be held on such a date as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the Corporation, shall have and may exercise all the powers of the Board of

Directors in the management of the activities and affairs of the Corporation. They may further have power to authorize the seal of the Corporation, to be affixed to all papers, which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the Corporation may, if the Bylaws so provide be classified as to office. The Corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of the Corporation. The Corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute. This is true, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members.

## **ARTICLE V**

### **TEMPORARY OFFICERS**

The names and addresses of the officers who are to serve until the first election under these Articles of Incorporation are:

President:	David Taylor 319 N.W. 109 Ave Unit #7 Miami, Florida 33172
Vice-President:	Samuel Tielves 9979 N.W. 127 Street Hialeah Gardens, Florida 33018
Secretary:	John Tielves 10210 S.W. 41 Terrace Miami, Florida 33165
Treasurer:	David Lopez 238 East 11 Street Hialeah, Florida 33010

**ARTICLE VI**  
**REGISTERED AGENT**

The initial registered office of the Corporation is at 319 N.W. 109 Ave Unit #7, in the city of Miami, County of Dade, and State of Florida, 33172, and the initial registered agent of the Corporation at that address is David Taylor.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator who is signing these articles is David Lopez, who is in the State of Florida and located at 238 East 11 Street in the city of Hialeah, the County of Dade, 33010.

**ARTICLE VIII**  
**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE IX**  
**MEMBERSHIP**

This corporation shall have one class of membership. Any person shall be qualified to become a member who has a sincere interest in the objectives and purposes of the Corporation is eligible for membership, upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. To qualify as a member of this organization, each applicant for membership shall be sponsored by not less than two members who shall endorse the application form furnished for that purpose. No application for membership shall be denied because of race, creed, or color of skin, but each applicant shall be of good moral and business character. The procedure for processing applications, of determining and collecting annual dues,

and the requirement for maintaining membership shall be specifically set forth in the Bylaws of this organization.

**ARTICLE X**  
**DIRECTORS' AND OFFICERS'**  
**COMPENSATION AND INDEMNIFICATION**

A. Compensation. A Director of the Corporation shall not receive compensation, directly or indirectly, for services as a Director. An Officer of the Corporation shall not receive compensation, directly or indirectly, for services as an Officer unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a Director, Officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the Bylaws.

B. Indemnification. Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably (including any appeal thereof) incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a Director or Officer may be a party or may become involved by reason of being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of or liable for willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. Appropriate liability insurance shall be provided for every Officer, Director and agent of the Corporation in amounts determined from time to time by the Board of Directors. Directors of the Corporation shall not be liable to either the Corporation or its members



for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a Director's duty of loyalty to the Corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its Directors or Officers, or between the Corporation and any firm of which one or more of its Directors or Officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors or Officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors, Officer or Officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the Directors present, such interested Director or Directors, Officer or Officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction, which would otherwise be valid under the common and statutory law applicable thereto.

## **ARTICLE XI**

### **CHARITABLE LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers of the Corporation, or to any other private persons; Nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational, literary or scientific purposes; it being

intended that all such earnings and assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

No substantial part of the activities of this Corporation shall consist of carrying on 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, or in opposition to, any candidate for public office.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization: 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; Shall not engage in any act of self-dealing as defined in Section 4941(d); Shall not retain any excess business holdings as defined in Section 4943(c); Shall not make any investments in such manner as to subject it to tax under Section 4944; and Shall not make a taxable expenditures as defined in 4934(d).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any other activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3)

## **ARTICLE XII**

### **DISPOSITION OF ASSETS**

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the debts and liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code as are engaged in activities of the type described in Article III above, as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the Circuit Court 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 designated purposes.

**ARTICLE XIII**  
**BYLAWS**  
**AMENDMENT**

This corporation reserves the right to adopt, amend or repeal any provisions contained in the Bylaws of the Corporation, and shall be vested in the Directors in accordance with the provisions of the Bylaws.

**CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE**

FILED  
00 AUG 14 PM 2: 56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

PRAISE 4 MUSIC MINISTRY, INC., desiring to organize under the laws of the State of Florida, hereby designates David Taylor its registered agent and 319 N.W. 109 Ave Unit #7, in the city of Miami, county of Dade, and State of Florida, 33172 as its registered office.

**ACCEPTANCE**

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such Corporation at its registered office.

  
\_\_\_\_\_  
David Taylor  
(Registered Agent)

FILED

00 AUG 14 PM 2: 55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

IN WITNESS WHEREOF, I, the undersigned incorporator has executed these articles of incorporation this 9 day of August, 2000.

By: \_\_\_\_\_

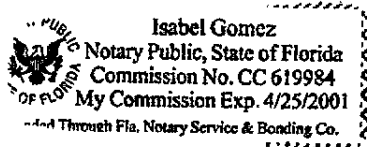
David Lopez, Incorporator

STATE OF FLORIDA)  
SS  
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared David Lopez, known to me and known by me to be the person who executed the foregoing articles of incorporation, and she acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 9 day of August, 2000.

My Commission Expires:



Isabel Gomez

Notary Public, State of Florida at

Print Name: Isabel Gomez