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Florida Department of State

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FLORIDA NON-PROFIT CORPORATION

BRICKELL CHURCH, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 15, 2001

SIEGFRIED, KIPNIS

SUBJECT: BRICKELL CHURCH, INC.
REF: W01000003636

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NO REGISTERED AGENTS ADDRESS. ARTICLE XIII ONLY INDICATES THE PRINCIPAL OFFICE ADDRESS.,

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
BRICKELL CHURCH, INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under the laws of the State of Florida.

I. NAME

The name of this corporation is **BRICKELL CHURCH, INC..**

II. DURATION

The term of existence of the Corporation is perpetual.

III. PURPOSE

The purpose of this Corporation is "To honor God by leading people to become fully committed followers of Jesus Christ."

The Bible alone shall be the sole basis for the religious faith and practices of the Corporation.

The Corporation shall seek to propagate the message of the grace of the Lord Jesus Christ, the love of God, and the fellowship of the Holy Spirit (2 Corinthians 13.14).

This Corporation's sole mission shall be the implementation of the five-fold purposes of the Christian Church as its sole mission, as mandated by the Great Commandment (Matthew 22.36-40) and the Great Commission (Matthew 28.18-20): Workship, Evangelism, Discipleship, Fellowship, and Service.

The Church seeks to benefit the people of Miami-Dade County, surrounding areas, and the entire world, by providing opportunities for spiritual, physical, intellectual, social and cultural development. (Luke 2.52). Toward that purpose, the Corporation is organized in order to engage in any lawful purpose or purposes not for pecuniary profit. However, notwithstanding any other

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provision of these Articles, this Corporation shall 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 1954 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 1954 or any other corresponding provision of any future United States Internal Revenue Law.

In addition to, but notwithstanding any other provision of these Articles, these purposes are limited to those described in Section 501(c)(3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

IV. MEMBERSHIP

The Corporation shall be an independent congregation, without formal affiliation with any congregation, denomination, or religious tradition.

The weekly services and other activities of the corporation shall always remain open to all individuals regardless of religious commitment, with the prayerful hope that every individual will consider seriously the gracious claims of Jesus Christ, turn from of his/her wrongful ways, and personally embrace Jesus Christ as Savior and Lord by faith. Membership shall be open to any individual who has a personal relationship with Jesus Christ and who voluntarily pledges him-/herself to a covenant relationship with the corporation.

V. SUBSCRIBERS

The names and resident addresses of the subscribers of these Articles of Incorporation are:

MICHAEL T. GIROLIMON
LARRY J. KENNIS
PETER RAFFALSKI

2385 S.W. 25TH Street, Miami, Fl. 33133
850 N. Miami Avenue, Miami, Fl. 33136
433 Perugia, Miami, Florida 33146

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VI. OFFICERS

The affairs of the Corporation are to be managed by the president, vice president, and a secretary-treasurer, each of whom shall be selected by the Directors and/or the Senior Pastor as such term is defined in the Bylaws.

All officers, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in the By-Laws or as may be determined by resolution of the Directors not inconsistent with the By-Laws.

Any two or more offices may be held by the same person.

VII. NAME OF OFFICERS

The names of the persons who are to serve as officers until the first election of officers under these Articles of Incorporation are as follows:

MICHAEL T. GIROLIMON, President	2385 S.W. 25 th Street, Miami, FL 33133
LARRY J. KENNIS, Vice President	850 N. Miami Avenue, Miami, FL 33136
PETER RAFFALSKI, Secretary-Treasurer	433 Perugia, Miami, Florida 33146

VIII. BOARD OF DIRECTORS

SECTION 1: Number and Term. The authorized number of Directors shall be, until changed by amendment of the Articles of Incorporation or Bylaws, such number as may from time to time be authorized by resolution of the Senior Pastor, provided that such number shall not be less than three (3), nor more than ten (10). The Directors shall consist of those members appointed to the Board by the Senior Pastor. Each Director shall be appointed to three (3) successive one (1) year terms, subject to review of the Senior Pastor who shall have the authority to remove and replace directors in his/her sole discretion. Each Director may serve successive terms and shall hold office until a successor has been appointed or until earlier resignation or removal.

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SECTION 2: Powers.

1. **General corporate powers.** The Corporation shall have all corporate powers outlined in the Florida Nonprofit Corporation Act, Chapter 617, Florida Statutes, as amended from time to time (the "Act"), and subject to the provisions and limitations of the Act and any limitations in these Articles of Incorporation and the Bylaws, the activities, business and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Directors.
2. **Specific Powers.** Without prejudice to the general powers set forth above, and subject to the same limitations, the Directors shall have the power of:

- a. Approval of the annual budget;
- b. Disposition of all or substantially all of the assets of the Corporation;
- c. Merger or dissolution of the Corporation;
- d. Election or removal of the Senior Pastor, only with cause and by due biblical process (Matthew 18); and unanimous vote of the Directors. Under no circumstance may a member of the Corporation's staff or Board of Directors be elected as Senior Pastor or Interim Senior Pastor of the Corporation; and
- e. Amending the articles of Incorporation;
- f. Adopting, amending or repealing the Bylaws;
- g. To build and operate churches, schools, and other religious organizations and ordain ministers of the Gospel of Jesus.

The initial officers of the Corporation are MICHAEL T. GIROLIMON, 2385 S.W. 25th Street, Miami, Florida 33133; LARRY J. KENNIS, 850 N. Miami Avenue, Miami, Florida 33136 and PETER RAFFALSKI, 433 Perugia, Miami, Florida 33146.

IX. BY-LAWS

The Board of Directors of this Corporation may make such By-Laws for the conduct of its business and the carrying out of its purposes as such Board of Directors may deem necessary from time to time.

Upon proper notice the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose.

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X. AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at a special meeting of the Board of Directors called for that purpose by a majority vote of those present.

Amendments may also be made at a regular meeting of the Board of Directors upon notice given, as provided by the By-Laws, of intention to submit such amendments.

XI. USE OF INCOME

All revenue, profit, income and money received from the conduct of such business or enterprise is to be used and employed in religious, education, charitable, benevolent and missionary work and not for the benefit of the members of said Corporation, either individually or collectively.

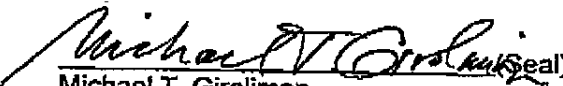

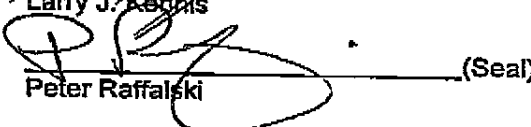
XII. DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or the federal, state, or local government for exclusive public purpose.

XIII. RESIDENT AGENT AND PRINCIPAL OFFICE

The name and address of the initial principal office and resident agent* of the corporation is: Michael T. Girolimon, 2385 S.W. 25th Street, Miami, Florida 33133. *address

IN WITNESS WHEREOF, we have subscribed our hands and seals this 13 day of February, 2001.

 (Seal)
Michael T. Girolimon
 (Seal)
Larry J. Kennis
 (Seal)
Peter Raffalski

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STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

BEFORE ME personally appeared MICHAEL T. GIROLIMON, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 13 day February, 2001.

Patricia A. Casto
Notary Public, State of Florida at Large

My Commission Expires:

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)



BEFORE ME personally appeared LARRY J. KENNIS, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 13 day February, 2001.

Patricia A. Casto
Notary Public, State of Florida at Large

My Commission Expires:

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)



BEFORE ME personally appeared PETER RAFFALSKI to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he

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acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 13 day February, 2001.

My Commission Expires:



Mayuli L. Betancourt
Commission # CC 932493
Expires June 13, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Mayuli L. Betancourt
Notary Public, State of Florida at Large
MAYULI L. BETANCOURT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.
DATED: 2-13, 2001.

Michael T. Girolimon
Michael T. Girolimon

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