

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 222-1887 • 1-800-342-8062 • Fax (850) 222-1222

**PO1000001467**

Faith Center International, Inc.

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☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy Just One of the 2 copies

\_\_\_\_ Photo Copy Just file stamp the

\_\_\_\_ Certificate of Good Standing other please

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name SA Date 3/2/01 Time 11:50

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**ARTICLES OF INCORPORATION  
OF  
FAITH CENTER INTERNATIONAL, INC.**

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of Faith Center International, Inc. (referred to as the "Corporation") pursuant to the provisions of Chapter 617 of the Florida Not For Profit Corporation Act (referred to as the "Act").

**ARTICLE 1  
NAME**

The name of the Corporation is Faith Center International, Inc.

**ARTICLE 2  
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

**ARTICLE 3  
DURATION**

The Corporation shall continue in perpetuity.

**ARTICLE 4  
PURPOSES AND LIMITATIONS**

**4.01 Purposes.** The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. More particularly, the purposes of this Corporation are:

- (a) To spread the Gospel of Jesus Christ and the worship of God as well as the practice the Christian virtues inculcated in the Holy Scriptures by any and all means possible, as determined by the Corporation's Board of Directors.

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(b) To employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.

(c) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

(d) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

**4.02 Limitations.** In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal

tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

(d) Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the board of directors of the Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

## **ARTICLE 5 POWERS**

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

## **ARTICLE 6 RESTRICTIONS AND REQUIREMENTS**

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

(a) Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.

(b) Serve a private interest other than one that is clearly incidental to an overriding public interest.

(c) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.

(d) Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.

(e) Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.

(f) Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.

(g) Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.

(h) Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

## **ARTICLE 7 MEMBERSHIP**

The Corporation shall have one class of membership. The members shall only have the rights and duties as set forth in the Corporation's bylaws.

## **ARTICLE 8 PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of this corporation shall be 24600 S. Tamiami Trail, Suite 212 Bonita Springs, FL 34134.

**ARTICLE 9  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 24600 S. Tamiami Trail, Suite 212 Bonita Springs, FL 34134. The name of the registered agent at this office is James Arcediano.

**ARTICLE 10  
BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation is vested in the board of directors (the "Board of Directors") of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors shall be provided in the bylaws. The initial Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased pursuant to the bylaws. The number of directors may not be decreased to less than three (3). Directors need not be residents of Florida. The initial Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
James Arcediano	22438 Fountain Lakes Estero, FL 33928
Kathryn Arcediano	22438 Fountain Lakes Estero, FL 33928
Gloria Arcediano	6164 Gullstrand Street San Diego, CA 92122

**ARTICLE 11  
LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

**ARTICLE 12  
INDEMNIFICATION**

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the bylaws, the Board of Directors

shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

### **ARTICLE 13 CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

### **ARTICLE 14 INCORPORATOR**

The name and street address of the incorporator is:

Name of Incorporator

Address

Leslie Patterson Moore

Brewer, Brewer, Anthony  
& Middlebrook, P.C.  
1159 Cottonwood Lane, Suite 150  
Irving, Texas 75038

### **ARTICLE 15 ACTION BY WRITTEN CONSENT**

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

## ARTICLE 16 AMENDMENT

These Articles may be amended by a vote of two-thirds (2/3) of the members of the Board of Directors.

I execute these Articles of Incorporation on February 23, 2001.

Leslie P. Moore  
Leslie Patterson Moore

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature]  
James Arcediano  
Registered Agent

2-21-01  
Date

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