

# NO10000001599

## TRANSMITTAL LETTER

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAR -5 AM 9:38

FILED

SUBJECT: GENTE Joven Ministries 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: Gente Joven Ministries Inc  
Name (Printed or typed)

8541 S.W. 27th LN  
Address

Miami FL 33155-2340  
City, State & Zip

305-2250528  
Daytime Telephone number

100003797731--0  
-03/05/01--01064--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

JK 3/8

**ARTICLES OF INCORPORATION  
OF  
GENTE JOVEN MINISTRIES, INC.**

**FILED**  
01 MAR -5 AM 9:38  
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:

Gente Joven Ministries, 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 8541 S.W. 27<sup>TH</sup> Lane in the city of Miami, County of Dade. 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. To establish a religious organization to promote the teaching of the Seventh-day Adventist Church, and publish materials of and concerning, "Young People" "Gente Joven" a magazine for local church Hispanic youth leaders in the North American Division of the Seventh-day Adventist Church.

2. It includes a variety of ideas, seminars, programs, activities and events that help the youth leader, to minister better to the needs of the Hispanic Adventist youth. "Youth People" "Gente Joven" has in mind the Hispanic Adventist Youth residing in North America in its urban bilingual-bicultural context.
3. To draw young people into the life of the church through religious and educational youth events, youth ministry training seminars, short-term mission trips, consultation, and the development, production and distribution of materials. To draw young people into the life of the church includes involvement with persons of all ages, organizations and activities that promote spiritual development and the quality of life. This takes place in the United States and throughout the world.
4. 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,

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<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.

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 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 then (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:

Chary Torres  
8541 S.W. 27<sup>TH</sup> Lane  
Miami, Florida 33155

Sergio Torres  
8541 S.W. 27<sup>TH</sup> Lane  
Miami, Florida 33155

Alejandra Torres  
8541 S.W. 27<sup>TH</sup> Lane  
Miami, Florida 33155

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:	Chary Torres 8541 S.W. 27 <sup>TH</sup> Lane Miami, Florida 33155
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Vice-President:	Sergio Torres 8541 S.W. 27 <sup>TH</sup> Lane Miami, Florida 33155
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Secretary: Alejandra Torres  
8541 S.W. 27<sup>TH</sup> Lane  
Miami, Florida 33155

Treasurer: David Lopez  
238 East 11 Street  
Hialeah, Florida 33010

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

The initial registered office of the Corporation is at 8541 S.W. 27<sup>th</sup> Lane, in the city of Miami, County of Dade, and State of Florida, 33155, and the initial registered agent of the Corporation at that address is Sergio Torres.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator who is signing these articles is Chary Torres at 8541 S.W. 27<sup>th</sup> Lane, in the city of Miami, County of Dade, and the State of Florida, 33155.

**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 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.

The name and address of the Incorporator who is signing these articles is Chary Torres at 8541 S.W. 27<sup>th</sup> Lane, in the city of Miami, County of Dade, and the State of Florida, 33155.

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 23 day of February, 2001.

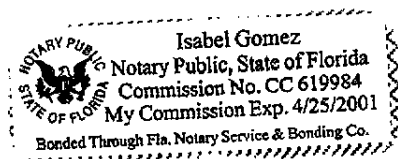
By: Chary Torres  
Chary Torres, Incorporator

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 Chary Torres, 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 23 day of February, 2001.

My Commission Expires: April 25, 2001



Isabel Gomez  
Notary Public, State of Florida at  
Print Name: Isabel Gomez

FILED

01 MAR -5 AM 9:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE**


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

**DESIGNATION**

GENTE JOVEN MINISTRIES, INC., desiring to organize under the laws of the State of Florida, hereby designates Sergio Torres its registered agent and 8541 S.W. 27<sup>th</sup> Lane, in the city of Miami, County of Dade, and State of Florida, 33155 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.

  
\_\_\_\_\_  
Sergio Torres  
(Registered Agent)