

March 12, 2001

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

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-04/02/01--01113--004
*****87.50 *****87.50

Subject: **THE CLASH MINISTRIES, INC.**
(Proposed corporate name - must include suffix)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$87.50 for the Filing Fee, Certified Copy and Certificate of Status.

FROM: **DOUGLAS GILES**
Name (printed or typed)

20941 BAY COURT #126
Address

AVENTURA, FLORIDA 33180
City, State & Zip

(305) 935-6366
Daytime Telephone number

NOTE: Provided are the original and one copy of the articles.

FILED
01 APR -2 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TSMITH APR 04 2001

**ARTICLES OF INCORPORATION
FOR
THE CLASH MINISTRIES, INC.
A Non-Profit Corporation**

FILED
01 APR -2 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is The Clash Ministries, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation shall be 20941 Bay Court #126, Aventura, Florida, 33180.

ARTICLE III. PURPOSE

(1) The purpose for which the corporation is organized, and the objectives to be carried on and promoted by it are as follows:

Section A. Exclusive Purposes: Corporation is organized exclusively for charitable, religious, and literary purposes including religious educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, and all other purposes incidental thereto for which a non-profit corporation may be formed.

Section B. Specific Purposes: Subject to the exclusive purposes in Section 1 of Article III, the corporation shall have the following specific purposes:

- (1) To bear witness to and proclaim all Biblical truths.
- (2) To engage in multi-media ministry and outreach, including the ownership or lease of facilities and equipment.
- (3) To conduct public relations, and to engage in evangelism and missions activity throughout the community and world
- (4) To bring a broad range of pastoral care and personal ministry, including counseling, to the church family and others deemed appropriate.
- (5) To engage in Christian education, including K-12, Bible and ministry training.
- (6) To train, license and ordain to the Gospel ministry those who are called of God, deemed to be qualified for the ministry, and sound in the faith.
- (7) To establish, help finance and oversee specialized ministries, such as music, radio, video, studio, drama, and any related outreach centers, etc.
- (8) To purchase, lease, rent, acquire, own hold in trust, use sell, convey, mortgage, any real estate or chattels as may be necessary for investment of said funds, to hold in trust properties for the above stated purposes
- (9) To manage and or borrow money, issue bonds, notes or other obligations, secured for moneys borrowed or in payment for property, or for any of the purposes stated above.
- (10) To do anything else God may lead the Board of Directors to do.
- (11) To govern itself according to these Articles of Incorporation, and the By Laws adopted for the government of the corporation.

(2) Other purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restriction an limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations

under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may be hereafter amended.

(3) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share on the distribution of any of the corporate assets on dissolution of the Corporation. 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.

(4) The corporation 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 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(5) The corporation shall not engage in any act of self-dealing as described in Section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(6) The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code, or corresponding provision of any subsequent federal tax laws.

(7) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(8) The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(9) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry in any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may be hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

(10) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of any 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 purposes.

ARTICLE IV. DIRECTORS

There shall be four members of the initial Board of Directors (also known as Trustees) of the corporation. Their selection and removal shall be governed by the by-laws. The names and addresses of the persons who are to serve as the initial Directors (Trustees) are as follows:

Name	Address
Douglas Giles	20941 Bay Court #126 Aventura, FL 33180
Mary Margaret Giles	20941 Bay Court #126 Aventura, FL 33180
Aldo Felipe	616 SW 2 nd Street Hallendale, FL 33009

ARTICLE V. CORPORATE POWERS

The corporate powers are as provided by section 617.0302, Florida Statutes.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be located at 20941 Bay Court #126, Aventura, Florida, 33180. The initial registered agent of the corporation at that address shall be Mr. Douglas Giles.

ARTICLE VII. INCORPORATOR

The name and resident address of the incorporator for these Articles of Incorporation is:

DOUGLAS GILES	20941 Bay Court #126 Aventura, FL 33180
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ARTICLE VIII. OFFICERS

Section 1. The officers of the corporation shall be a President, a Vice-President, and a Secretary/Treasurer and any such other officers as may be provided in the by-laws.

Section 2. The names of the persons who are to serve as officers of the corporation until their successors are elected shall be:

<u>Office</u>	<u>Name</u>
President	Douglas Giles
Vice-President/Secretary	Mary Margaret Giles
Treasurer	Aldo Felipe

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the by-laws.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the members provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the members.

ARTICLE X. DURATION

The term of existence of the corporation is perpetual

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Douglas Giles
Signature of Registered Agent

3.25.01

DATE

Douglas Giles
Signature of Incorporator

3.25.01

DATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607 OR 617, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is: THE CLASH MINISTRIES, INC.
2. The name and address of the registered agent and office is:

DOUGLAS GILES
(Name)

20941 BAY COURT #126
(P.O. Box not acceptable)

AVENTURA, FLORIDA 33180
(City/State/Zip)

1 APR -2 PM 12:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above named 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.

Douglas Giles
(Signature)

32501
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314