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## Florida Department of State

Division of Corporations

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## FLORIDA NON-PROFIT CORPORATION

SPIRIT AND SOUL MINISTRIES, INC.

Certificate of Status	1
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02 MAY -2 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 2, 2002

CAMNER, LIPSITZ

SUBJECT: SPIRIT AND SOUL MINISTRIES, INC.  
REF: W02000012574

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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Neysa Culligan  
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May 2, 2002

Attached are the revised Articles of Incorporation pursuant to Section 617.0803, Florida Statutes.

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ARTICLES OF INCORPORATION  
FOR  
SPIRIT AND SOUL MINISTRIES, INC.

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ARTICLE I – CORPORATE NATURE

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit corporation pursuant to the Florida Corporation Not For Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE II – NAME

The name of the corporation shall be SPIRIT AND SOUL MINISTRIES, INC.

ARTICLE III – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2925 N.W. 11<sup>th</sup> Avenue, Miami, Florida 33127.

ARTICLE IV - PURPOSE

The purposes for which this organization are formed are exclusively for such religious, charitable, scientific, literary and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Service Code, 1954, as amended or the corresponding provision of any future United States Internal Revenue law, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE V – PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

No substantial part of the activities of the Corporation shall be the carrying on of political propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statement(s) of any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE VI - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

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**ARTICLE VII - CAPITAL STOCK**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

**ARTICLE VIII - QUALIFICATIONS OF MEMBERSHIP AND VOTING RIGHTS**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By-Laws of the Corporation. Members of the Corporation will have such voting rights as are provided in the By-Laws of the Corporation.

**ARTICLE IX - DIRECTORS AND OFFICERS**

The Director(s) shall be elected by a majority vote of the members of this Corporation. The Director(s) of the Corporation shall be:

Balgene Chinn  
c/o 2925 N.W. 11<sup>th</sup> Avenue  
Miami, FL 33127

Antinque Chinn  
c/o 2925 N.W. 11<sup>th</sup> Avenue  
Miami, FL 33127

Antawn Chinn  
c/o 2925 N.W. 11<sup>th</sup> Avenue  
Miami, FL 33127

The Officer(s) of the Corporation shall be:

President/Secretary

Treasurer:

Balgene Chinn  
c/o 2925 N.W. 11<sup>th</sup> Avenue  
Miami, FL 33127

Vice President

Antinque Chinn  
c/o 2925 N.W. 11<sup>th</sup> Avenue  
Miami, FL 33127

Vice President

Antawn Chinn  
c/o 2925 N.W. 11<sup>th</sup> Avenue  
Miami, FL 33127

**ARTICLE X - INCORPORATOR AND INITIAL REGISTERED AGENT**

The name and address of the incorporator is: Balgene Chinn, c/o 2925 N.W. 11<sup>th</sup> Avenue, Miami, Florida 33127 and the name and address of the initial registered agent is: Balgene Chinn, c/o 2925 N.W. 11<sup>th</sup> Avenue, Miami, Florida 33127.

**ARTICLE XI - DISTRIBUTION OF ASSETS**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner

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or to such organization(s) organized and operated exclusively for religious, charitable, scientific, literary and educational purposes as shall at the time qualify as an exempt organization(s) under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

#### ARTICLE XII - LIABILITY AND INDEMNIFICATION

None of the directors or officers of the Corporation shall be personally liable for its debts, liabilities or obligations. The Corporation shall indemnify its officers and directors and may indemnify its employees and agents from and against any and all expenses or liabilities incurred in connection with a civil proceeding brought against any such person(s) or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified persons may be entitled under any By-law provision. The indemnification provided for herein shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs and personal representatives of such person(s) and an adjudication of liability shall not affect the right to indemnification for those indemnified.

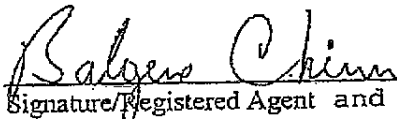
#### ARTICLE XIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE XIV - AMENDMENT TO ARTICLES OF INCORPORATION

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

IN WITNESS WHEREOF, I, BALGENE CHINN, being the Incorporator and Registered Agent of SPIRIT AND SOUL MINISTRIES, INC. make and file these Articles of Incorporation. Having been named as Registered Agent and to accept service of process for SPIRIT AND SOUL MINISTRIES, INC., at the place designated in these Articles of Incorporation, 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 this 26<sup>TH</sup> day of April, 2002



Signature/Registered Agent and Incorporator

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