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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 JAN 30 PM 1:34

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AND  
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## TRANSMITTAL LETTER

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

SUBJECT: THE HOLISTIC PASTORAL COUNSELING & HEALING EDUCATIONAL CENTER, 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: REVEREND DR. ISAIAH A. PALMORE  
Name (Printed or typed)

15271 NW 60<sup>th</sup> AVENUE, Ste. 105  
Address

MIAMI LAKES, FLORIDA 33014  
City, State & Zip

(305) 818-6688  
Daytime Telephone number

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

APPROVED  
AND  
FILED

**ARTICLES OF INCORPORATION**

03 JAN 30 PM 1:34

**OF**

**THE HOLISTIC PASTORAL COUNSELING & HEALING EDUCATIONAL  
CENTER, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person 18 years of age or older, in order to form a corporate entity adopts the following articles of incorporation:

**ARTICLE I**

**NAME**

The name of this corporation shall be The Holistic Pastoral Counseling & Healing Educational Center, Inc.

**ARTICLE II**

**REGISTERED OFFICE**

The corporation is located at 15271 NW 60<sup>th</sup> Avenue, Suite 105, Miami Lakes, Florida, 33014.

**ARTICLE III**

**PURPOSE**

This corporation is organized exclusively for charitable, scientific and educational purposes, more specifically to religion. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereby amended. All funds, whether income or principal, and whether acquired by gift or contributions or otherwise, shall be devoted to said purposes.

**ARTICLE IV**

**EXEMPTION REQUIREMENTS**

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

## **ARTICLE V**

### **DURATION**

The duration of the corporate existence shall be perpetual.

## **ARTICLE VI**

### **MEMBERSHIP/BOARD OF DIRECTORS**

The corporation shall have one or more classes of members, as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in the Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is three, their names and addresses being as follows:

Reverend Dr. Isaiah A. Palmore	15271 NW 60 <sup>th</sup> Avenue, Suite 105, Miami Lakes, Florida 33014
Gina Nicoleau	15271 NW 60 <sup>th</sup> Avenue, Suite 105, Miami Lakes, Florida 33014
Callie K. Smith	15271 NW 60 <sup>th</sup> Avenue, Suite 105, Miami Lakes, Florida 33014

## **ARTICLE VII**

### **MANNER OF ELECTION**

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws. Directors will be elected by a majority vote of the current Directors.

## **ARTICLE VIII**

### **PERSONAL LIABILITY**

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

## **ARTILCE VIII**

### **DISSOLUTION**

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In non case shall a disposition be made which would not qualify as a charitable contribution under Section 170 (c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

## **ARTICLE X**

### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the Registered Agent is as follows:

Karl S.H. Brown, Esq.  
190 NE 199<sup>th</sup> Street, Suite 207  
Miami, Florida 33179  
(305) 655-2232-phone  
(305) 655-8842-facsimile

## **ARTICLE XI**

### **INCORPORATOR**

The name and address of the incorporator of this corporation is:


Isaiah A. Palmore, Ed.D, Div.D., Th.D, 15271 NW 60<sup>th</sup> Avenue, Suite 105, Miami Lakes, Florida 33014.

The undersigned incorporator certifies that he executed these articles for the purposes herein stated.

  
Reverend Dr. Isaiah A. Palmore

1/28/03  
Date

The undersigned accepts the designation as Registered Agent for the above corporation. 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.

  
Karl S.H. Brown, Esq.

1/28/03  
Date

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AND  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA