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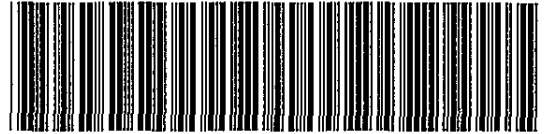
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## TRANSMITTAL LETTER

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

SUBJECT: MEKANE TSEHAY MED HANEALEM ETHIOPIAN ORTHODOX TENAHEDDO  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) CHURCH INC.

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: ESKENDER GETACHEW, MD  
Name (Printed or typed)

549 W. RACQUET CLUB RD  
Address

WESTON, FLORIDA 33326  
City, State & Zip

549-954-217-0962  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**OF**  
**MEKANE TSEHAY MEDHANEALEM ETHIOPIAN ORTHODOX TEWAHEDO**  
**CHURCH, INC.**  
(A corporation Not For profit)

In order to form a non-profit corporation in accordance with the laws of the State of Florida, we, the undersigned, hereby associate ourselves into a corporation for the purposes hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth the following:

**ARTICLE I**  
**NAME**

The name of the Corporation is Mekane Tsehay Medhanealem Ethiopian Orthodox Tewahedo Church, Inc.

**ARTICLE II**  
**PURPOSE**

1. Mekane Tsehay Medhanealem Ethiopian Orthodox Tewahedo Church shall be organized for the purpose of religious worship and prayer in accordance with the teachings of Jesus Christ, our Lord and Savior, as adopted by the Ethiopian Orthodox Tewahedo Church. The church should be operated exclusively for charitable, religious, educational, cultural and social purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The corporation in addition shall have such purposes now may hereafter be set in the Article of Incorporation.
2. To provide education programs to the congregation to enhance their understanding of the history, culture, traditions and scriptures of the Ethiopian Orthodox Church.
3. To conduct divine worship, baptismal, marriage, memorial (Fithat) and counseling services in accordance with the teachings and traditions of the Ethiopian Orthodox Church.
4. To prepare educational programs designed to strengthen and enhance the Christian upbringing of the youth in the congregation.
5. To establish different programs and projects to provide charitable services to the needy; and collect money and efforts from others for their implementations.
6. Cooperate with sister churches in the region in the promotion of the evangelical objectives of the Ethiopian Orthodox church.
7. To offer all the described programs to all people including the underserved population

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that does not normally receive opportunities.

8. To create and disseminate literature and other material and provide lectures and seminars for the general public, which may result from the research of the members.

### **ARTICLE III** **POWERS**

The corporation shall have the power to do any and all lawful activities, which may be necessary, useful, or desirable to further the purposes for which the corporation is organized. The power shall extend to aiding and assisting other organization whose activities further such purposes. Notwithstanding anything to the contrary, the corporation may exercise any and all but no other powers that further the exempt purposes of organization set forth in the code currently or as amended.

The corporation shall have the power:

1. To own, transfer, fundraise and act as a trustee
2. To receive property by gift, devise or request
3. To enter into contracts, employ officers, servants, agents, employees of any kind to transact corporate affairs and pay them in such manner as Board of Directors may provide
4. To perform any act necessary or proper to accomplish the purposes of the corporation and to protect the corporation

### **ARTICLE IV** **LIMITATIONS OF POWERS**

The following limitations of powers shall apply:

1. The corporation shall be operated exclusively for the purposes contained in.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof.
3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE V**  
**REGISTERED AGENT, PRINCIPAL OFFICE**

Section 1. The initial registered agent of this corporation shall be Eskender Getachew, MD. The initial registered office and mailing address shall be 549 Racquet Club Rd, Unit#31, Weston, Fl 33326.

Section 2. The principal office of this corporation shall be 549 Racquet Club Rd, Unit# 31, Weston, Fl 33326.

**ARTICLE VI**  
**MEMBERSHIP**

The initial members shall include the incorporators. Eligibility for membership shall be in accordance with the terms specified by the By-laws.

**ARTICLE VII**  
**MEETING OF MEMBERS**

1. Annual meeting By-laws.
2. Regular and special meetings By-laws
3. Quorum

**ARTICLE VIII**  
**DIRECTORS**

1. The initial Board of Directors shall consist of 6 (six) directors. The number of directors may be changed in accordance with the By-Laws, but shall remain at a minimum of 5(five).
2. Board of Directors shall be elected according to the By-laws.
3. The names of founding board of directors until the first election are:

Rev. (Kes) Berhanue Bekele  
Eskender Getachew, MD.  
Telahun Desalegne, PhD.  
Mrs. Frehiwot Yeshitla  
Mrs. Aster Afework  
Mrs. Banchiamlak Deres

4. The board of director shall meet according to the By-laws.
5. All Board of director decisions shall be by simple majority vote of members of the board present, so long as a quorum exists.

**ARTICLE IX**  
**OFFICERS**

The names of the first officers who are elected by members of the church and serve until first regular annual meeting:

|                 |                         |
|-----------------|-------------------------|
| President       | Eskender Getachew, MD   |
| Vice -President | Telahun Desalegne, PhD. |
| Secratory       | Mrs. Frehiwot Yeshitla  |
| Secretary       | Mrs. Aster Afework      |
| Treasurer       | Mrs. Banchamlak Deress  |

**ARTICLE X**  
**TERM OF EXISTANCE**

This corporation shall exist perpetual unless dissolved according to law.

**ARTICLE XI**  
**DISSOLUTION**

This corporation may be dissolved by the Board of Directors by 2/3 vote. Upon the dissolution of the Corporation, all of its property remaining after paying or making provision for the payment of all debts and liabilities of the Corporation shall be transferred and conveyed, subject to any contractual or legal requirement to the Archdiocese of Ethiopian Tewahedo Orthodox Church of North America or the Original Ethiopia Tewahedo Orthodox Church of Ethiopia in the city of Addis Ababa. If the Ethiopian Tewahedo orthodox church of North America and the Original Ethiopian Tewahedo Orthodox church of Ethiopia cease to exist, the Board of Directors shall dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and 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 of 1954 ( or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as such courts shall determine, which are organized and operated exclusively for such purpose.

**ARTICLE XII**  
**INDEMNIFICATION OF OFFICERS**  
**DIRECTORS AND INCORPORATORS**

a) To the greatest extent consistent with the laws and public policies of Florida the Corporation shall indemnify any officer, director or incorporator, and employees and agents thereof, made a party to any proceeding because such person is or was an officer, director or incorporator, and; provided that it shall be determined in the specific case in accordance with paragraph (d) of this article that indemnification of such person is permissible in the circumstances because the person has met the standard of conduct for indemnification set forth in paragraph (c) of this article. The Corporation shall pay for or reimburse the reasonable expenses incurred by an officer, director or incorporator, and employees and agents thereof, in connection with any such proceeding in advance of final disposition thereof if: (i) The person furnishes the Corporation written affirmation of the person's good faith belief that it has met the standard of conduct for indemnification described in paragraph (c) of this article, (ii) the person furnishes the corporation written undertaking, executed personally or on such person's behalf, to repay the advance if it is ultimately determined that such person did not meet such standard of conduct, and (iii) a determination is made in accordance with paragraph (d) that based upon facts then known to those making the determination, indemnification would not be precluded under this article. The undertaking described in subparagraph (a)(ii) above must be a general obligation of the person, subject to such reasonable limitation as the corporation may permit, but need not be secured and may be accepted without reference to financial ability to make repayment. The Corporation shall indemnify an officer, director or incorporator, and employees and agents thereof, who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, as matter of right against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in paragraph (c) of this article. Up on demand by an officer, director or incorporator, and employees and agents thereof, for indemnification or advancement of expenses, as the case may be the corporation shall expeditiously determine whether such person is entitled thereto in accordance with this Article. The indemnification and advancement of expenses provided for under this article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this article.

(b) The Corporation shall have the power, but not the obligation, to indemnify any person who is or was an employee or agent of the Corporation to the same extent as if such person was an Officer, Director or Incorporator.

(c) Indemnification of a person is permissible under this article only if, (i) such person conducted himself or herself in good faith, (ii) such person reasonably believed that its conduct was in or at least not opposed to the corporation's best interest, and (iii) in the case of any criminal proceeding, such person had no reasonable cause to believe its conduct was unlawful. Indemnification is not permissible against liability to the extent such liability is the result of negligence, willful misconduct, recklessness or to which the

person was not legally entitled, The termination of proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself determinative that the person did not meet the standard of conduct described in this paragraph (c)

(d) A determination as to whether indemnification or advancement of expenses is permissible shall be made by any one of the following procedures.

(i) By the Board of Directors of the Corporation consisting of directors not at the time parties to the proceeding ;or

(ii) By special legal counsel selected by the directors in the manner prescribed in subparagraph (d)(i) above.

(e) Any officer, director of incorporator (and employees and agents thereof) of the Corporation who is a party to a proceeding may apply for indemnification from the Corporation to the court, if any, conducting the proceeding or to another court of competent jurisdiction. Upon receipt of an application, the court, after giving notice the court considers necessary, may order indemnification if it determines:

(i) In a proceeding in which the officer, director of incorporator (employees and agents thereof) is wholly successful, on the merits or otherwise, and such person is entitled to indemnification under this Article,

In which case the court shall order the Corporation to pay the person its reasonable expenses incurred to

Obtain such court ordered indemnification; or

(ii) The person is fairly and reasonably entitled to indemnification in view of all relevant circumstance,

Whether or not the person met the standard of conduct set forth in paragraph (c) of this Article.

f) Indemnification shall also be provided for a person's conduct with respect to an employee benefit plan if the person reasonably believed its conduct to be in the interests of the participants in and beneficiaries of the plan.

(g) Nothing contained in this Article shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement or expenses to any person who is or was an officer, director or incorporator of the Corporation or is or was serving at the Corporation's request as a director, officer, partner, manager, trustee, employee, or agent of another foreign or domestic company, partnership, association, limited liability company, corporation, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. Nothing contained in this Article shall limit the ability of the corporation to otherwise indemnify or advance expenses to any person. It is the intent of this Article to provide indemnification to Officers, Directors or Incorporators to the fullest extent now or



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hereafter permitted by the law consistent with the terms and conditions of this Article. If Indemnification is permitted under this Article indemnification shall be provided in accordance with this Article irrespective of the nature of the legal or equitable theory upon which a claim is asserted, including without limitation breach of duty, waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities law, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal law.

(h) For purpose of this Article:

(i) The term "expenses" includes all direct and indirect costs, including without limitation counsel fees, of experts, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplication costs, printing and binding costs, telephone charges, postage, delivery service fees and other disbursements or out-of-pocket expenses actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

(ii) The term "liability" means the obligation to pay a judgment, settlement, Penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(iii) the term "party" includes any person who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(iv) The term "person" means any individual, partnership, corporation, limited liability company, trust or any other legal entity.

(v) The term "proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or Investigative and whether formal or informal.

(vi) The Corporation may purchase and maintain insurance for its benefit, the benefit of any individual who is entitled to indemnification under this Article, or both, against any liability asserted against or incurred by such person in any capacity or arising out of such person's service with the Corporation, whether or not the Corporation would have the power to indemnify such person against such liability.

**ARTICLE XIII**  
**NAME AND ADDRESS OF INCORPORATORS**

Rev. (Kes) BerhanuE Bekele  
7505 Meadow Dr.  
Tampa, Fl 33634

Eskender Getachew, MD  
549 W. Racquet Rd Unit#31  
Weston, Fl 33326

Telahun Desalegne, PhD  
8130 NW 11<sup>th</sup> Street  
Pembroke Pines, Fl 333024

Mrs. Frehiwot Yeshitla  
410 Stonemont Dr.  
Weston, FL 33326

Mrs. Aster Afework  
5500 Castlegate Ave  
Davie, FL 33331

Mrs. Banchiamlak Deres  
3728 Mil Lake Circle  
Greeacres, FL 33463

**ARTICLE XIV**  
**AMENDMENTS**

These Articles of Incorporation may be amended from time to time in the manner prescribed by law.

**ARTICELE XV**  
**BY-LAWS**

The by-laws of these corporation shall be adopted by the directors named in these article of incorporation and may be amended.

1/25/03

Rev. (Kes) Berhanu Bekele, Incorporator

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Eskender Getachew

Dr. Eskender Getachew, Incorporator

Telahun Desalegne 1/25/03

Dr. Telahun Desalegne, Incorporator

Frehiwot Yeshitla 1/25/03

Mrs. Frehiwot Yeshitla, Incorporator

Aster Afework 1/25/03

Mrs. Aster Afework, Incorporator

Banchiamlak Deres 1/25/03

Mrs. Banchiamlak Deres, Incorporator

In Witness where of, we, the undersigned subscribing incorporators, have set our hands and seals this 25 day of January, 2003, for the purpose of forming this corporation under the laws of the state of Florida

#### Notary Paragraph and Seal

Having been named in these Articles to accept service of process for this corporation, at the designated place here in, I here by agree to act in this capacity and I further agree to comply with all statutes relative to properly and completely performing my duties as registered Agent.

Dates this 25 day of January, 2003.

NOTARY PUBLIC - STATE OF FLORIDA  
ALICE WILSON  
COMMISSION # CC834724  
EXPIRES 5/23/03  
BONDED THRU ASA 1-888-NOTARY1

Alice Wilson  
Registered Agent  
(Name)