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FLORIDA NON-PROFIT CORPORATION
CHRISTIAN CARE COUNSELING CENTER INC.

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SEP 24

ARTICLES OF INCORPORATION

OF

CHRISTIAN CARE COUNSELING CENTER **INC.**

The undersigned, being a natural person of the age of eighteen (18) years or more, acting as the incorporator of a corporation, pursuant to Chapter 617 Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

▪ Article 1

The name of the corporation is **CHRISTIAN CARE COUNSELING CENTER INC.**

▪ Article 2

The corporation is a non-profit corporation. Upon the dissolution, all of the corporation's assets shall be distributed to the State of Florida or an organization exempt from taxes under Internal Revenue Code Section 501 (c) (3) for one or more purposes that are exempt under the Florida franchise tax.

▪ Article 3

The period of the corporation's duration is perpetual.

▪ Article 4

The principal place of business and the mailing address of this Corporation shall be:

3401 Lake Breeze Drive, # 601A
Orlando, FL 32808

The Board of Directors may from time to time move the principal office to any other address in Florida, and so notify the Secretary of State.

▪ Article 5

The purposes for which the corporation is organized exclusively for charitable, religious, counseling, educational purposes, 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(s) of any future federal tax code.

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It is the purpose of this Corporation to minister to all persons regardless of race, creed or color wherever possible and specifically in all areas of gospel outreach; to provide assistance in as many areas as possible, with social and welfare needs of the local community or internationally, e.g., refugees, catastrophes, hunger and development help.

The specific purposes of CHRISTIAN CARE COUNSELING CENTER INC.

1. Share and proclaim the Gospel of Jesus Christ through implementation of various methods including, but not limited to, the preaching of the Gospel, counseling, charity and social assistance, distribution of literature, and any other means of propagating our message through respectful channels;
2. Establish counseling community centers through allocated resources to expand and enhance the ministerial vision;
3. To act with charitable concern for not only Christians, but also all people in need, regardless of race, social position, or religious affiliations worldwide;
4. Promote domestic and international exchange programs between ministries, leadership, community groups, and people to seek to encourage a better understanding among different races and people;
5. Challenge our board, supporters, members, and adherents to lead a life of purity that is above reproach among men, as prescribed in the Word of God;
6. Provide faith based counseling services not only for Christians, but also for all people in need, regardless of races, social position or religious affiliation;
7. Provide biblical discipleship to believers on the domestic and foreign mission field(s).

▪ Article 6

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have implied powers necessary and proper to carry out its express power. Corporation may pay reasonable compensation to members, directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section

501 c (3) purposes. 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 publishing or distribution of statements) any political campaign on behalf of, or in opposition to any candidate for public office.

Notwithstanding any other provision of the 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 (b) by a corporation 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 7

The Corporation shall not pay dividends or other corporate rate income to its members, directors or officers or otherwise accrue distribute profits or permit the realization of private gain. The Corporation shall have no powers to take any action prohibited by the Act.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501 (c) (3), and related regulations, rulings and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170 (c) (2) and related regulations, ruling, and procedures. Regardless of any other provision in these Articles of Incorporation or State Law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manner that are not furtherance of one or more exempt purposes as set forth and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree;
2. Serve a private interest other than one that is clearly incidental to an overriding public interest;
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings and procedures;
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities;
5. Have objectives that characterize it as an action or organization as defined by the Internal Revenue Code and related regulations, rulings and procedures;

6. Distribute its assets on dissolution other for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the State government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501 (c) (3) to be used to accomplish the general purposes for which the Corporation was organized;
7. Permit any part of the net earning of the Corporation to insure the benefit of any member of the Corporation or any private individual;
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt purposes.

■ Article 8

The affairs of CHRISTIAN CARE COUNSELING CENTER both spiritual and secular shall be conducted by the President and the Board of Directors, which shall consist, initially, of 4 (four). The number of Directors may be varied from time to time as provided in the By-Laws; however, in no case may the number be less than 3 (three) as provided in the Florida Statutes. Directors shall be appointed according to the provisions set forth in the By-Laws.

The Directors themselves must possess the qualification of leaders as set forth in the relevant teaching of the New Testament and they shall have the duties as set forth therein. Directors, once in office, shall serve as long as they remain members of the ministry unless sooner removed as set forth herein.

The directors shall appoint such other persons as may be necessary to properly minister to the membership and carry out the purposes for which the ministry is organized. Person so appointed shall have the duties set forth in the New Testament and subject to the provision of Section 741.07, Florida Statutes, and to any rules or by-laws which may be adopted by the Directors of the Ministry. Once appointed they shall serve so long as they remain members of the Ministry, unless sooner removed as set forth herein.

The Board of Directors will make an effort to act unanimously. However, all actions of the Board shall be approved by the President.

The President shall be responsible for the maintenance of scriptural discipline within the membership as well as for the maintenance of membership standards. If the Board of Directors, after due examination of all facts and circumstances, decide that a member no longer fulfills the requirements for membership, the member shall be notified and their membership terminated.

If any decisions which cannot be successfully resolved at a meeting of the Board of Directors, the matter will be considered and final decision made by the President of the Ministry.

▪ Article 9

The street of the initial registered office of the Corporation is

3401 Lake Breeze Dr., # 601A
Orlando, FL 32808

and the registered agent of the Corporation is Barry N. Bruner, Esq.

▪ Article 10

The number of directors shall be fixed in the manner provided in the By-Laws of the Corporation. The initial Board of Directors will consist of 1 (one) President and 3 (three) directors and the names and addresses of the persons who are to serve as directors, until the first meeting of members or until their successors are elected and qualified, are:

Dr. Juan Carlos Amesty
925 S. Kirkman Road, # 209
Orlando, FL 32811
President

Jose Matamoros
1580 Stefan Cole Ln.
Apopka, FL 32703
Director

Dinorath Coromoto Amesty
925 S. Kirkman Road, # 209
Orlando, FL 32811
Director

Teresa Matamoros
1580 Stefan Cole Ln.
Apopka, FL 32703
Director

▪ Article 11

A director is not liable to the Corporation or members for monetary damages for an actor omission in directs capacity as director except to the exempt otherwise provided by a Statute of the State of Florida.

▪ Article 12

The Corporation may indemnify a person who is or was threatened to be made a named defendant or respondent in litigation or other proceedings because the persons is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided by the By-Laws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members or other related to the Corporation.

▪ Article 13

All references in these Articles of Incorporation to Statutes, Regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

▪ Article 14

Additional Provisions - Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501 c (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

▪ Article 15

The name and address of the incorporator is

Bary N. Brumer, Esq.
5728 Major Blvd, Suite 545
Orlando, FL 32819

Acceptance by Registered Agent

Barry N. Brumer, Attorney at Law, hereby accepts his appointment as Registered Agent of Christian Care Counseling Center, to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against this corporation in any of the courts of Florida, and affirms that his office at the address set forth in the foregoing Articles shall serve as the registered office of the corporation.

Date:

9/22/03


Incorporator / Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 SEP 23 AM 7:00