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04 JUN -7 PM 12:09

W04-22040

May 31, 2004

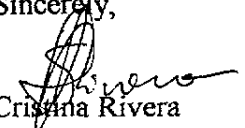
Dept of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

Dear Sir/Madam:

I enclosed an original of the proposed of the Articles of Incorporation of **ALPHA CHRISTIAN COUNSELING SERVICES OF SOUTH FLORIDA CORP**, a non-for-profit corporation.

Please file of the Article of Incorporation. A money Order in the amount of \$ 87.50 payable to your office, for total filing and processing fees is included. In this amount it's included \$ 70.00 for the filing fee of this Articles of Incorporation, \$ 8.75 Certificate of Status and \$ 8.75 Copy Certificate.

Sincerely,

  
Cristina Rivera  
Bookkeeper

**Account International Corporation**  
Bookkeeping Services Division  
1516 E. Colonial Dr., Ste 107  
Orlando, Florida 32803-4726 • USA  
Tel.: 1-407-898-1757 • Fax: 1-407-896-4477  
e-mail: crivera@ncsysco.com

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## **ARTICLES OF INCORPORATION**

### **OF**

#### **ALPHA CHRISTIAN COUNSELING SERVICES OF SOUTH FLORIDA CORP. (A non-for-profit corporation)**

The undersigned, being a natural person of the age of eighteen (18) years or more, acting as the incorporator of a Corporation, hereby adopts the following Articles of Incorporation for such Corporation, under the laws of the State of Florida:

##### **■ ARTICLE 1 – NAME**

The name of the corporation is **ALPHA CHRISTIAN COUNSELING SERVICES OF SOUTH FLORIDA CORP.**

##### **■ ARTICLE 2 – ADDRESS**

The mailing address of this corporation shall be:

P.O. Box 521742  
Miami, FL 33152-1742

The principal place of activity of the corporation shall be:

8360 W. Flagler Street, Suite 104  
Miami, FL 33144

NOTE: The corporation offices may move within the State of Florida, with agreement of the Executive Board, who will notify the Department of State regarding new address.

##### **■ ARTICLE 3 – COMMENCEMENT OF EXISTENCE**

The date for commencement of the Corporation's existence shall be May 31, 2004.

##### **■ ARTICLE 4 – TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

##### **■ ARTICLE 5 – NATURE OF THE CORPORATION**

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

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DIVISION OF CORPORATIONS  
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## ■ ARTICLE 6 – GENERAL PURPOSE

The Corporation is organized exclusively for Christian counseling, research, religious, 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.

It is the general purpose of this Corporation to minister to all persons regardless of race creed or color wherever possible and specifically in all areas gospel outreach, providing assistance in as many areas as possible, with social and welfare needs of the local, national or international community.

## ■ ARTICLE 7 – POWERS

Unless otherwise provided in these Articles, the Corporation shall have all of the powers provided in the law. Moreover, the corporation shall have all the implied powers necessary and proper to carry out its express power. The corporation shall have no powers to take any action prohibited by the law.

## ■ ARTICLE 8 – LIMITS OF POWERS

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 in furtherance of one or more exempt, purposes as set forth and defined by the Internal Revenue Code an 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 purpose 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 09 – NO PROFITS OR DIVIDENDS

No part or the net earnings of **Alpha Christian Counseling Services of South Florida Corp.** shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in the furtherance of the purposes set forth in the clause hereof.

#### ■ ARTICLE 10 – BOARD OF DIRECTORS

The affairs of **Alpha Christian Counseling Services of South Florida Corp.** both spiritual and secular shall be conducted by the Board of Directors which shall consist of 4 (four) members. 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 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 corporation 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 which may be adopted by Directors of the corporation.

The board of Directors will make an effort to act in unanimity. However, all actions of the Board shall be with the concurrence of at least 2/3rds of the Directors, unless otherwise stated. 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 11 – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is

8360 W. Flagler Street, Suite 104

Miami, FL 33144

And the name of its initial registered agent as such address is:

Jose P. Redondo, Ph.D.  
8360 W. Flagler Street, Suite 104  
Miami, FL 33144

#### ■ ARTICLE 12 – CORPORATE OFFICERS

The number and the names of the Corporate Officers shall be fixed by the Board of Directors of the Corporation. The names and addresses of the persons who are to serve as initial Corporate Officers are:

President:  
Jose P. Redondo, Ph.D.  
9600 SW 102 St  
Miami, FL 33176

Vice-President:  
Rev. Danilo A. Polanco, Ph.D.  
4888 Adair Oak Dr  
Orlando, FL 32829

#### ■ ARTICLE 13 – BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as the members of the Board Directors are:

President:  
Jose P. Redondo, Ph.D.  
9600 SW 102 Street  
Miami, FL 33176

Vice-President:  
Rev. Danilo A. Polanco, Ph.D.  
4888 Adair Oak Drive  
Orlando, FL 32829

#### ■ ARTICLE 14 – INDEMNIFICATION

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 person is or was a director or other person related to the Corporation as provided by the provisions in the

Act governing indemnification. 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 15 – REFERENCES**

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 16 – BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

■ **ARTICLE 17 – AMENDMENT**

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

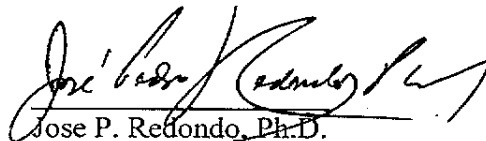
■ **ARTICLE 18 – INCORPORATOR**

The name and address of the person signing these Articles of Incorporation and serving as the incorporator is:

Jose P. Redondo, Ph.D.  
9600 SW 102 Street  
Miami, Fl 33176

**In Witness Whereof,**

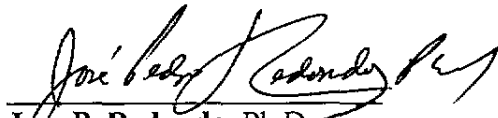
The undersigned incorporators executed these Articles of Incorporation, this 31<sup>st</sup> day of May of 2004.

  
Jose P. Redondo, Ph.D.  
**Incorporator**

**Acceptance by  
REGISTERED AGENT**

**Jose P. Redondo, Ph.D.** who has been a bona fide resident of Florida, hereby accepts his appointment as Registered Agent of ALPHA CHRISTIAN COUNSELING SERVICES OF SOUTH FLORIDA CORP, 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.

Orlando, Florida on the 31 of May of 2004.

  
Jose P. Redondo, Ph.D.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 JUN - 7 PM 12:00