

N040000008926

(Requestor's Name)

Miguel A. Gonzalez
7315 SW 100 Place
Ocala, FL 34478

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

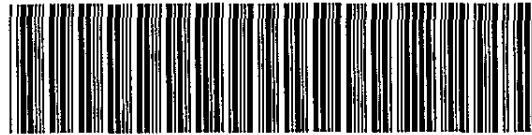
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400040824064

09/15/04--01006--013 **87.50

2004 SEP 15 PM 3:49
ALLAHASSEE FLORIDA

9/17/04

. ARTICLES OF INCORPORATION
OF
CHARIS DE DIOS, INC.

2004 SEP 15 PM 3:49

CLERK OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, natural person of the age of majority and a resident of Florida as of the date of the execution hereof, does hereby affix his seal as the incorporator of a Florida Non-Profit Corporation pursuant to Chapter 617, Florida Statute, and do hereby adopt the following ARTICLES OF INCORPORATION for such corporation.

ARTICLE ONE

The corporation established by these ARTICLES shall be known as CHARIS DE DIOS, INC.

ARTICLE TWO

CHARIS DE DIOS, INC., is established as a Non-Profit Corporation pursuant to Chapter 617, Florida Statutes. The Street address of CHARIS DE DIOS, INC., is 7315 SW 100 Place, Ocala, Florida 34478, which shall also be the mailing address of said Corporation.

ARTICLE THREE

The purposes for which the Corporation is organized are:

1. To perpetuate and disseminate the GOSPEL OF GRACE as enunciated in the Epistles of the Apostle Paul, so the unsaved persons may have eternal life.
2. To teach others the mystery of Grace (Charis), by proper interpretation of the Bible utilizing original languages when and wherever necessary, and thereby teaching correctly the Pauline doctrine applicable to us today as Saints of Jesus' church. Jesus, the Christ and Son of God, who died for our sins, raised from the dead the third day in accordance with the scriptures. To further teach and proclaim the riches of the glory for this mystery, which is Christ.
3. To have perpetual succession by its Corporate name.
4. To sue and be sued, to complain and defend, in its Corporate name, To purchase, own, convey, utilize, encumber and dispose of property, both real and personal, in accordance with the authority of a Corporation to perform such acts in conformity with Florida law.
5. To have a Corporate seal which may be established and altered at the pleasure of the Board of Deacons, and to bind the Corporation by lawful use thereof.

unanimous vote, with each Elder so voting subscribing upon said written notice and setting forth affirmatively that (1) each Elder voted to remove or discharge the Pastor and (2) the reasons why the Elder voted to remove or discharge the Pastor, setting forth in the text of said written notice a scriptural basis for said vote of removal. The failure of all Elders to follow the above procedure will cause the attempt to remove or discharge the Pastor to fail as a matter of law. Upon the Pastor's receipt of said written notice, properly executed as set forth herein, the Pastor will be deemed to be removed or discharged and the Elders shall thereafter expeditiously vote for a new Pastor as set forth hereinabove. In the event of the Elders' inability to agree unanimously upon a new Pastor, then and in that event the Elders may by majority vote establish an Interim Pastor whose authority shall be established and limited by the Elders subject to the limitations which are set forth in the By-Laws and in these Articles. The Interim Pastor shall have no authority to appoint or remove Elders or Deacons. In the event that there are fewer than three Deacons or fewer than three Elders, and a Pastor has not been ordained by the Elders, then and in that event the Elders shall appoint (by majority vote of the Elders) only such Deacons as will be necessary to establish a total of three Deacons, and/or the Elders shall appoint (by unanimous vote of the Elders) only such Elders as will be necessary to establish a total of three Elders, as the case may be. In the event that there are both fewer than three Deacons AND fewer than three Elders, and a Pastor has not been ordained by the Elders, then and in that event the Elders shall first appoint (by unanimous vote of the Elders) such new Elders as will be necessary to establish a total of three Elders, before voting (with the newly appointed Elders) to appoint such Deacons (by majority vote of the Elders) as will be necessary to establish a total of three Deacons. The Interim Pastor may not serve as an Elder or Deacon. The Interim Pastor will be replaced by a new Pastor (who may be the Interim Pastor if the Elders vote unanimously for the Interim Pastor) immediately upon the Elders voting unanimously to ordain said new Pastor.

ARTICLE FIVE

As of the date of incorporation, the Corporation consists of only one church, namely CHARIS DE DIOS. However, it is the goal and purpose of the church to perpetuate the Word of God by growth, so that other church groups may be established in and throughout Florida. These Articles are written in order to accommodate and encourage the growth of independent churches which will each be run independently of one another, but which will each have an affiliation with the Corporation for such limited purposes as are set forth herein. Such independent churches shall be organized and operated for one or more exempt purposes described in Section 501(c)(3) of the Internal Revenue Code, as amended.

There are no "members" of the Corporation as defined by Chapter 617, Florida Statute. Accordingly, the Corporation opts, pursuant to Sections 617.0601(1)(a), Florida Statute, to have no members. Where referred to in these Articles, "members" are those persons who have ever attended one or more of the constituent churches of the Corporation; however, in no event shall any reference herein to the word "members" imply or confer upon any person or persons, any of the rights conferred upon members

6. To make contracts, incur liabilities, borrow money at such rates of interest as the Board of Deacons shall determine, and secure any such liabilities by mortgage or other encumbrance,

7. To conduct its affairs, carry on its operations as aforescribed, and exercise its powers in any state, territory, district, commonwealth or possession of the United States or any foreign country in conformity with the laws of said jurisdictions.

8. To make and amend BY-LAWS, which in every case shall be consistent with these Articles and with the laws of the State of Florida, for the administration and regulation of Corporate affairs.

9. To make donates for the public welfare or charitable, scientific or educational purposes.

10. To cease its corporate activities and terminate its existence by voluntary dissolution utilizing such procedures as are described herein.

11. To establish other church organizations which shall be independent of one another, except as set forth in these Articles.

12. To compensate by salary and/or by reimbursement of reasonable living expenses, one pastor per church organization upon approval of the members of the church over which the Pastor is chosen.

13. To perform every other act permitted by Sections 617.0301 and 617.0302, Florida Statutes, if such an act is authorized by the majority of Deacons as set forth below.

ARTICLE FOUR

The churches established by the Corporation shall each have one Pastor. The Pastor of each church shall appoint at least three Elders whose sole duty as an Elder shall be to perpetuate and protect the doctrine of the church, and to assist the Pastor in such matters of doctrine as the Bible may authorize. The Pastor so appointed by each church shall have the sole authority to appoint a new Pastor by unanimous vote of the Elders of the church, in the event of the death, the incapacity or the resignation of the former Pastor, or as set forth in ARTICLE FOUR below. The Pastor shall have sole authority to appoint, remove or replace said Elders at the pleasure of the Pastor, with or without cause or notice. The Elders shall have no authority to perform any of the duties enumerated for Deacons, as set forth more particularly in ARTICLE SIX below.

A Pastor may be removed or discharged only by the unanimous vote of the Elders, provided that the Elders give written notice to the Pastor subsequent to said

set forth in Sections 617.0601 and 617.0721, Florida Statute, or any of the liabilities imputed to members set forth in Section 617.0604, Florida Statute.

ARTICLE SIX

The directors of the Corporation shall consist of "Deacons" which shall be appointed by the Pastors of each church. Initially, the Pastor of CHARIS DE DIOS shall appoint three "Deacons" who shall serve as the initial directors of the Corporations at the pleasure of the Pastor of CHARIS DE DIOS. The Deacons shall be appointed at the pleasure of the Pastor, who shall have sole authority to appoint, remove, or replace said Deacons with or without cause or notice. The initial number of Deacons shall be three, which number may be increased from time to time as the Pastor may deem necessary or appropriate. The number of Deacons may also be decreased by the Pastor but the number of Deacons may never be fewer than three. The Deacons shall act as a unit as a "Board of Deacons" and shall meet regularly in consultation with the Pastor to perform such administrative duties as the Board of Deacons may deem appropriate. The Board of Deacons. The Board of Deacons may perform only the acts which are enumerated in ARTICLE THREE, paragraphs 4 and 6 through 12, inclusive. The Pastor shall have no authority to veto or overrule the decisions of the Board of Deacons, but in all cases the Board of Deacons shall consult with the Pastor regarding major decisions as authorized hereinabove.

For the purpose of compliance with Section 617.0840, Florida Statute, the Corporation shall have officers consisting only of the Deacons described hereinabove. The officers shall likewise each have the same title, as Deacons of the Corporation. The Deacons so appointed shall not have the power or authority to appoint other officers.

The Deacons may each sign documents (including bank drafts, contracts, and such instruments as are authorized to be signed by the majority vote of the Board of Deacons, limited only by the authority enumerated in ARTICLE THREE, paragraphs 4 and 6 through 12, inclusive) on behalf of the Corporation in their capacity as officers and directors of the Corporations. All such documents, signed by a Deacon so authorized, shall legally bind the Corporation thereby, by signing the document and stating beneath or opposite his signature his name and the capacity in which he signs.

Upon the establishment of a second church by the corporation, the Pastor of the new church shall be ordained by the Pastor of CHARIS DE DIOS. The Pastor of the new church shall then appoint three or more deacons, each of whom shall become a member of the Board of Deacons of the Corporation. Thereafter, further new churches shall be appointed and ordained by the Pastors of such churches which are then existing as a part of the corporation. The Pastor of each new church, once ordained, may appoint three or more deacons, each of whom shall become a member of the Board of Deacons of the Corporation. All Deacons shall serve at the pleasure of the Pastor of the church which appointed them and may be removed without notice or cause by the Pastor of the church which appointed them. The Board of Deacons shall retain the same authority as the

original Board of Deacons, as enumerated in ARTICLE THREE, paragraphs 4 and 6 through 12, inclusive.

A person designated by a Pastor as an Elder may also serve (if appointed by the Pastor) as a Deacon, or vice-versa. A Pastor may not be appointed as a Deacon or Elder.

ARTICLE SEVEN

As set forth more particularly herein, the Corporation shall consist of such church or churches as may be established from time to time. The management of the affairs of the Corporation and of its constituent churches is vested in its Deacons.

ARTICLE EIGHT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distribute 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 payment and distributions in furtherance of the purposes set forth in ARTICLE THREE hereof. No substantial part of the activities of the Corporation shall be the influencing of legislation, and the Corporation 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 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 Service Code of 1954, as amended or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code 1954, as amended.

ARTICLE NINE

Upon the dissolution of the Corporation, the Board of Deacons shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a 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, as amended, as the Board of Deacons shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the Fifth Judicial Circuit, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE TEN

All disputes within the Corporate entity, whether between Pastor and Elder(s), between Elder(s) and Deacon(s), between Pastor and Deacon(s), or between Pastor and church member, Elder(s) and church member, or Deacon(s) and church member, shall be resolved among the brethren utilizing arbitration, or mediation at the discretion of the

Pastor for the exclusive method of resolving the dispute. Arbitrators or mediators shall be chosen by mutual agreement between the disputing parties, among church members. Only one arbitrator (if Pastor chooses to utilize arbitration) or only one mediator (if Pastor chooses to utilize mediation) shall be chosen to assist with the resolution of each dispute. Arbitrators (if Pastor chooses to utilize arbitration as the method of dispute resolution), shall have the authority to decide how the dispute is to be resolved, and the decision of the arbitrator shall be legally binding. Mediators (if Pastor chooses to utilize mediation as the method of dispute resolution), shall have no authority to bind a decision upon the disputing parties, but shall merely assist the parties with a mutually agreeable resolution to the dispute. No matters shall be submitted to the Courts via law suit or administrative complaint until either arbitration or mediation is utilized, or until the Pastor decides that neither arbitration nor mediation is appropriate as a method of resolving the dispute.

This Article applies only to those disputes that are entirely internal to the Corporation or to its constituent churches. In the event of a dispute which involves a person who is not a part of one of the Corporation's constituent churches, the provisions of ARTICLE TEN do not apply and the disputing parties may have any legal remedy available to them to resolve the dispute, without the need to arbitrate or mediate the dispute before filing a Complaint in the Circuit or County Court of Marion County, Florida. Venue as to all disputes involving the Corporation shall be in Marion County, Florida, as a condition to all contracts executed by the Corporation, whether said contracts are written or verbal.

ARTICLE ELEVEN

The Corporation's Registered Office shall be located at 7315 SW 100 Place, Ocala, Florida 34478,. The Corporation's Registered Agent is Miguel A. Gonzalez.

ARTICLE TWELVE

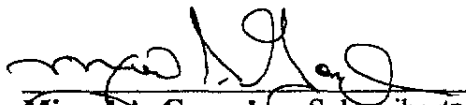
The Directors/Deacons of the Corporation are:

Fred A. Robinson
4490 SW 140 St. Rd.
Ocala, FL 34473
Tel (352) 307-3969

Carmen Grau
4440 SW 140 St. Rd.
Ocala, FL 34473
Tel (352) 307-6897

Francisco Gomez
15639 SE 93 Ave. Rd.
Summerfield, FL 34406
Tel (352) 347-4627

IN WITNESS WHEREOF I hereunto subscribe my name this fourteen day
of September, 2004. I ACCEPT THE APPOINTMENT AS REGISTERED
AGENT.


Miguel A. Gonzalez, Subscriber/Registered Agent
CHARIS DE DIOS, INC.
7315 SW 100 Place
Ocala, Florida 34478

FILED
2004 SEP 15 PM 3:49
CLERK OF DISTRICT COURT
HALLANDALE BEACH, FLORIDA