

N05000000195

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

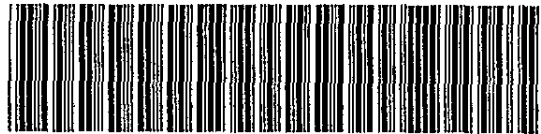
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900044114029

01/06/05--01009--029 **78.75

FILED

05 JAN -6 PM 2:23

SECRETARY OF STATE
CALIFORNIA

1/6/05
SD

TRANSMITTAL LETTER

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

UNION OUTREACH MINISTRIES, 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

☐ \$122.50

& Certified

☐ \$131.25

Copy Certified Copy
& Certificate

FROM:

Name

UNION OUTREACH MINISTRIES, Inc.

Address

19200 N. W. 6TH Court

City, State & Zip

Miami, Florida 33169

Daytime Telephone number

(786) 223-9000

UNION OUTREACH MINISTRIES, INC.

ARTICLES OF INCORPORATION

**Articles of Incorporation
In Compliance with Chapter 617, F.S., (Not for Profit)**

UNION OUTREACH MINISTRIES, INC.

A Nonprofit Corporation

**ARTICLE I
NAME**

The name of the corporation shall be:

UNION OUTREACH MINISTRIES, INC.

**ARTICLE II
PRINCIPLE OFFICE**

The principal office of **UNION OUTREACH MINISTRIES, INC.**, hereinafter referred to as the "MINISTRY", shall be located at **19200 Northwest 6TH Court Miami, Florida 33169**. The MINISTRY may have such other offices, either within or without the State of Incorporation, as the Board of Directors may determine from time to time.

**ARTICLE III
PURPOSE**

The divine purpose of **UNION OUTREACH MINISTRIES, Inc.** is(are):

(a) The organization is organized exclusively for charitable, religious, educational/literary, and/or scientific purposes under section 501 (c) (3) of the Internal Revenue code of 1986.

(b) To give funds and property to other organizations to be used or held for use directly in carrying out one or more such purposes.

(c) To acquire, own, purchase, lease, dispose of and deal with real personal property and interest, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.

(d) To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by section 501 (c) (3) of the Internal Revenue code, with all powers conferred on a not for profit corporations under the law of the State of Florida.

FILED
05 JAN -6 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(e) The corporation is a not-for-profit corporation organized and operated exclusively for religious purposes, is not formed for pecuniary profit or financial gain, and no part of the assets, income, or profits of the corporation is distributable to or inures to the benefit of its members, trustees, or officers or any private person. The whole purpose for which the corporation is organized is to promote the cause of the Christian Religion and to educate others and not for any pecuniary gain.

(f) To nurture families of various nationalities by using an array of activities to embed the Holy Scriptures into their hearts, thereby, conveying unity, soundness and a divine order through the fear of Jesus Christ Our Lord.

ARTICLE IV INITIAL BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors members shall have a fiduciary obligation to the Ministry shall manage the affairs of the Ministry.

1. **WILLIE C. GREENE - FOUNDING PRESIDENT/PASTOR**
19200 NW 6TH COURT MIAMI, FLORIDA 33169
2. **JOANN GREENE - VICE PRESIDENT/CO-PASTOR**
19200 NW 6TH COURT MIAMI, FLORIDA 33169
3. **DELORES McELHANEY - SECRETARY**
300 NW 189TH TERRACE MIAMI, FLORIDA 33169
4. **EDDIE McRAE - TREASURER**
19101 NW 42ND COURT OPA LOCKA, FLORIDA 33055

Section 2. Number, Term and Qualifications. The number of Directors shall be no less than three (3) and shall have no maximum number. The term of membership shall be for a three (3) year period, or longer as determined by the Pastor. The length of term for the Pastor/President is undetermined [see ARTICLE FIVE, Section 6(a)]. Any member of the Board of Directors must also be a member of the congregation of the Ministry and appointed by the Pastor.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held each year. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Ministry in the absence of any designation in the resolution.

Section 4. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of any two (2) Directors, and shall be held at the principal office of the Ministry or at such other place as the Directors may determine.

Section 5. Notice. Notice of the annual, regular or any special meeting of the Board of Directors shall be given by oral or written notice to each Director. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Action by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act and such statement shall be prima facie evidence of such authority.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Vacancies, Additions, Elections and Removal. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Pastor with the advice and consent of a majority of the present Board of Directors. Directors shall be removed by the Pastor/President.

Section 10. Compensation. Directors as such shall not receive any salaries for their services.

**ARTICLE V
INITIAL OFFICERS**

Section 1. Officers. The officers of Union Outreach Ministry shall be:

WILLIE C. GREENE - FOUNDING PRESIDENT/PASTOR
19200 NW 6TH COURT MIAMI, FLORIDA 33169

JOANN GREENE - VICE PRESIDENT/CO-PASTOR
19200 NW 6TH COURT MIAMI, FLORIDA 33169

DELORES McELHANEY - SECRETARY
300 NW 189TH TERRACE MIAMI, FLORIDA 33169

EDDIE McRAE - TREASURER
19101 NW 42ND COURT OPA LOCKA, FLORIDA 33055

and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Ministry shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified.

Section 3. Employment of Pastor/President. It is the express desire of the Ministry to employ the Pastor/President pursuant to an Employment outline that specifically addresses the main duties and responsibilities of the Pastor/President.

Section 4. Removal. Any officer, with the exception of the Pastor/President, elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Ministry would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Vacancies. A vacancy in any office, except that of Pastor/President, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Pastor for the unexpired portion of the term. In the event the vacant position being filled is that of the Pastor, the Board shall fill said position pursuant to Section 5 of this Article.

Section 6. Resignation of Pastor/President.

(a) **Resignation.** In the event the Pastor should voluntarily choose to leave, he shall designate his successor.

Section 7. Powers of Officers. The Ministry finds its headship under the Lord Jesus Christ, in its Pastor. The Pastor/President shall be the chief executive officer of the Ministry. He shall be a continuing member of the Board of Directors. He shall have general management of the business of the Ministry and general supervision of the other officers. He shall preside at all meetings of the Board of Directors and see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate to any other officer or officers of the Ministry any specific powers, other than those that may be conferred only upon the Pastor/President. He shall execute in the name of the Ministry all deeds, bonds, mortgages, contracts and other documents authorized by the Board of Directors. He shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president or a corporation.

No person shall be invited to speak, teach or minister in the Ministry without his approval. He shall be designated attorney-in-fact for the Ministry by virtue of his office. He shall have the authority to appoint and approve any assistants that would be necessary to properly carry out the work of the Lord.

(b) **The Associate Pastor-Vice President:** An associate pastor-vice president shall perform the duties and exercise the powers of the Pastor/President in case of his temporary absence from the office of the Ministry, and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors.

(c) **The Secretary:** The secretary shall attend all sessions of the Board held at the office of the Ministry and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He/She shall perform like duties for the executive and standing committees when required. He/She shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these Bylaws or by any resolution of the Board. He/she shall have custody of the seal and authority to execute all authorized documents requiring a seal. He/she shall keep the membership rolls of the Ministry, and in general perform the duties usually incident to the office of secretary, and such further duties as shall from time to time be prescribed by the Board of Directors or the Pastor/President.

(d) **The Treasurer:** The treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Ministry, and shall deposit all moneys and other valuable effects in the name and to the credit of the Ministry in

UNION OUTREACH MINISTRIES, INC.

ARTICLES OF INCORPORATION

such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. He/she shall disburse the funds of the Ministry as may be ordered by the Board and shall render to the Pastor/President and Directors at the regular meeting of the Board, and whenever they may require, accounts of all his/her transactions as treasurer and of the financial condition of the Ministry. He/she shall perform the duties usually incident to the office of treasurer and such other duties as may be prescribed by the Board of Directors or by the Pastor/President.

(e) **Delegating Powers to Other Officers:** In case of the absence of any officer of the Ministry, or for any other reason that may seem sufficient to the Board, the Board of Directors may delegate his duties and powers from the time being to any other officer, or to any Director.

ARTICLE VI COMMITTEES, ELDERS AND DEACONS

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Ministry; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Ministry may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the congregation of the Ministry, and the Pastor shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Ministry shall be served by such removal.

Section 3. Elders and Deacons. Elders and/or deacons may be chosen by the Board of Directors from the membership of the congregation of the Church who demonstrate that their lives conform to the Scriptural qualifications thereof, (I Tim. 3:2-7; Titus 1:6-9; I Peter 5:2-3). The Board of Elders shall rule and teach. The Board of Elders shall consist of those Heads of Departments in the Ministry which are designated by the Pastor. Elders and Deacons shall function to provide spiritual support to the Pastor in the discipleship of new converts, praying for the sick (James 5:14), encouraging and developing spiritual gifts and

UNION OUTREACH MINISTRIES, INC.

ARTICLES OF INCORPORATION

ministries in the body, and to assist in the administration of the ordinances of the Ministry. Their number and term of office shall not be pre-determined. They shall have no vote on the Board of Directors; however, shall give counsel and mutual assistance to the Board of Directors and the Pastor in the administration of business and work of the Ministry as specifically assigned by the Pastor.

**ARTICLE VII
MINISTERS**

Section 1. Ordination and Licensing. The Board of Directors may ordain and/or license a person as minister of the Gospel after first examining the applicant's background, moral and religious character, and what previous Bible course and/or independent study applicant has received. Final determination shall be within the absolute discretion of the Board of Directors.

Section 2. Limitation. The Board of Directors may, in the discretion of the Board, limit any licensee or ordainee to an area of special emphasis. The following areas are (although not intended to be inclusive) recognized by the Board of Directors:

- (a) Music;
- (b) Youth;
- (c) Christian education; and
- (d) Outreach ministry.

Section 3. Pastor/President. The Pastor/President shall be a licensed or ordained minister of the Gospel. Assistant or associate ministers may or may not be either licensed or ordained.

Section 4. Application. Application for ordination and/or licensing as a minister of the Gospel shall be on the form provided by the Board of Directors. An applicant's application shall be either approved or denied within thirty (30) days of the completion of the investigation of the applicant. Those applicants who are approved shall receive a certificate evidencing the approval.

Section 5. School of Ministry. The Board of Directors may establish a School of Ministry, setting forth a prescribed curriculum and course of study leading to ordination and licensing of ministers. The School of Ministry shall prepare the student in the knowledge of the Word of God and in ministering to the needs of mankind through the Gospel of Jesus Christ.

**ARTICLE VIII
INDEMNIFICATION, INSURANCE AND LIABILITY
INDEMNIFICATION OF CHURCH PASTOR, OFFICERS,
DIRECTORS AND OTHER PERSONS**

Section 1. The Ministry shall advance necessary funds or indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit

UNION OUTREACH MINISTRIES, INC.

ARTICLES OF INCORPORATION

or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Ministry) by reason of the fact that the person is or was the Ministry's pastor, a director or officer of the Ministry, or is or was serving at the request of the Ministry as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Ministry, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. The Ministry shall advance funds or indemnify any person who is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Ministry to procure a judgment in its favor by reason of the fact that he is or was a pastor, director or officer of the Ministry, or is or was serving at the request of the Ministry as a director, officer or representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action or suit by or in the right of the Ministry.

Section 3. Indemnification under Sections 1 and 2 of this Article shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court of competent jurisdiction to have constituted willful misconduct or recklessness.

Section 4. Expenses incurred in defending a civil or criminal action, suit or proceeding of the kind described in Sections 1 and 2 of this Article shall be paid by the Ministry in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, by or on behalf of the person who may be entitled to indemnification under those Sections, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Church.

Section 5. The Ministry may, at the discretion of and to the extent and for such persons as determined by the Board of Directors of the Ministry, (i) indemnify any person who neither is nor was the Ministry's pastor, a director or officer of the Ministry but who is or was a party or is threatened to be made a

UNION OUTREACH MINISTRIES, INC.

ARTICLES OF INCORPORATION

party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether brought by or in the right of the Ministry), by reason of the fact that the person is or was a representative of the Ministry, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding; and (ii) pay such expenses in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that such person is not entitled to be indemnified by the Ministry.

Section 6. Any right to indemnification provided in this Article shall not continue as to a person who has ceased to be a pastor, director or officer of the Ministry and shall not inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Nothing herein contained shall be construed as limiting the power or obligation of the Ministry to indemnify any person in accordance with applicable state law provisions as amended from time to time or in accordance with any similar law adopted in lieu thereof.

Section 8. The Ministry shall also indemnify any person against expenses (including attorneys fees), actually and reasonably incurred by him in enforcing any right to indemnification under this Article, under the Ministry's state nonprofit corporation law as amended from time to time or under any similar law adopted in lieu thereof.

Section 9. Any person who shall serve as the Ministry's Pastor/President, a director, officer, employee or agent of the Ministry or who shall serve at the request of the Ministry, as a director, officer, employee or agent of another corporation, joint partnership, joint venture trust or other enterprise shall be deemed to do so with knowledge of and in reliance upon the rights of indemnification provided in this Article, under applicable state law indemnification provisions as amended from time to time and in or under any similar law adopted in lieu thereof.

INSURANCE

Section 10. The Ministry shall have the power to purchase and maintain insurance on behalf of the Ministry's Pastor/President against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Ministry would have the power to indemnify him against such liability.

UNION OUTREACH MINISTRIES, INC.

ARTICLES OF INCORPORATION
LIABILITY OF OFFICERS AND BOARD MEMBERS

Section 11. To the fullest extent permitted by applicable state law, as now in effect and as amended from time to time, the Ministry's Pastor/President, or a director or officer of the Ministry shall not be personally liable for monetary damages for any action taken or failure to take any action.

**ARTICLE IX
DIRECTORS' LIABILITY**

Section 1. A director of the Ministry shall stand in a fiduciary relationship to the Ministry and shall perform his duties as a director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Ministry, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director or committee member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

(a) One or more officers or employees of the Ministry whom the director reasonably believes to be reliable and competent in the matters presented;

(b) Counsel, public accountants or other persons as to matters which the director reasonably believes to be reliable and competent in the matters presented;

(c) A committee of the Board of Directors upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which the director reasonably believes to merit confidence.

Section 2. The Ministry's Pastor/President or director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Section 3. In discharging the duties of their respective positions, the Pastor/President, the Board of Directors, committees of the Board of Directors and the individual directors thereof may, in considering the best interests of the Ministry, consider the effects of any action upon employees, suppliers and customers of the Ministry and upon communities in which offices or other establishments of the Ministry are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

Section 4. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as the Ministry's Pastor/President, director or officer, or any failure to take any

UNION OUTREACH MINISTRIES, INC.

ARTICLES OF INCORPORATION

action shall presumed to be in the best interests of the Ministry. The Ministry's Pastor/President, director or officer of the Ministry shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:-----

(a) The Pastor/President, officer or director has breached or failed to perform the duties of his office

(b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 5. The provisions of this section shall not apply to:

(a) The responsibility or liability of the Ministry's Pastor/President, officer or director pursuant to any criminal statute; or

(b) The liability of the Ministry's Pastor/President, officer or director for the payment of taxes pursuant to local, state or federal law.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Ministry, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Ministry, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Ministry shall be signed by such officer or officers, agent or agents of the Ministry and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by either the treasurer or the Pastor of the Ministry.

Section 3. Deposits. All funds of the Ministry shall be deposited from time to time to the credit of the Ministry in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Ministry any contribution, gift, bequest or devise for any purpose of the Ministry (Mal. 3:10; Luke 6:38; I Cor. 16:1; and II Cor. 9:6-8).

ARTICLE XI

BOOKS AND RECORDS

The Ministry shall keep correct and complete books and

UNION OUTREACH MINISTRIES, INC.

ARTICLES OF INCORPORATION

records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and any other committee, and shall keep at the principal office a record giving the names and addresses of the Board of Directors members entitled to vote. All books and records of the Ministry may be inspected by any member, or his agent for any proper purpose at any reasonable time.

**ARTICLE XII
FISCAL YEAR**

The fiscal year of the Church shall be January 1st through December 31st.

**ARTICLE XIII
DISSOLUTION**

Section 1. Upon the dissolution of the Ministry, the Board of Directors shall, after the payment of all the liabilities of the Ministry, dispose of all of the assets of the Ministry exclusively for the purposes of the Ministry in such manner, or to such organization or organizations organized and operated exclusively for the purposes of the Ministry in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine.

Section 2. No part of the net earnings of the Ministry shall inure to the benefit of, or be distributable to, its members, officers, trustees, or any person except that the Ministry shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Ministry. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Ministry, the Ministry shall not carry on any activity 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 of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Revenue Law).

UNION OUTREACH MINISTRIES, INC.

ARTICLES OF INCORPORATION

ARTICLE XIV

SEAL

The Board of Directors shall provide a corporate seal.

ARTICLE XV

AMENDMENTS

The Articles of Incorporation and the Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors of the Ministry at any regular or special combined meeting of the Board of Directors; provided, however, that any action of the Board taken for the purpose of altering, amending or repealing any part of Article Five (V) of these Bylaws may be adopted only by the unanimous vote of the Board of Directors without considering the vote of the Pastor/President. At least fourteen (14) days written advance notice of a meeting called for the purpose of altering, amending or repealing the Ministry's Bylaws or Articles of Incorporation shall be given to each member of the Board of Directors.

ARTICLE XVI

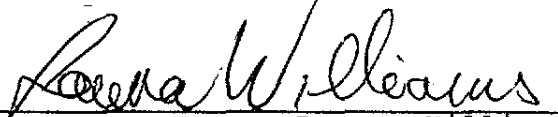
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the registered agent is:

Laurina Williams
7161 Pembroke Rd. #600
Pembroke Pines, FL 33023

Pursuant of the provisions of section 607.0501 or 617.0501. Florida statues, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Laurina Williams,
Registered Agent

UNION OUTREACH MINISTRIES, INC.

ARTICLES OF INCORPORATION

ARTICLE XVII
INCORPORATOR

The name and address of the Incorporator is:

WILLIE C. GREENE
19200 NW 6TH COURT
MIAMI, FLORIDA 33169

Adopted by the full Board of Directors this 1st day of January 2005

A handwritten signature in cursive script that reads "Willie C. Greene". The signature is written in dark ink and is positioned above a horizontal line.

Director: Willie C. Greene
Pastor/ President