

N 05000002641

(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



800047224528

11/28/05--01077--006 \*\*78.75

is

3-15

105-11151

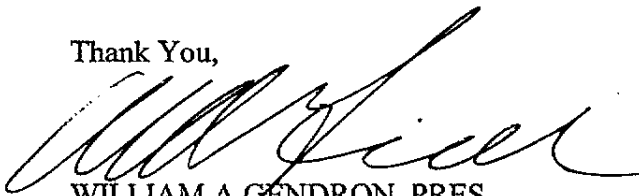
Feb 24, 2005

TO; FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

from: Prayer Pillow Ministries, Inc.

ENCLOSED ARE ARTICLES OF INCORPORATION FOR THE ABOVE NAME  
ORGANIZATION, ALONG WITH FILING FEE AND FEE FOR CERTIFIED COPY OF  
CORP. REGISTRATION ALONG WITH OUR CHECK FOR \$78.75.

Thank You,



WILLIAM A GENDRON, PRES.

*I can be reached at: 305-310-8915*

ARTICLES OF INCORPORATION  
OF  
PRAYER PILLOW MINISTRIES, INC.

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of Chapters 617, Part I, of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I.

The name of this corporation shall be:

PRAYER PILLOW MINISTRIES, INC.

ARTICLE II.

The purpose or purposes for which the corporation is organized are:

- a. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (1) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof....No substantial part of the activities of the organization shall be the carrying on the propaganda, or otherwise attempting to influence legislation, and the organization will 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 organization will not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (1) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. (b) by an organization, contributions to which are deductible under section 170 ©) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes withing the meaning of section 501(1) (3) of the Inte rnal Revenue Code, 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, Any such assets not disposed of shall be disposed of by Court of Common Pleas of the County in which the principal office of the organization is then located, 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 III

The corporation shall not have any capital stock, and the conditions of membership and the manner of admission shall be as follows: to wit:

Any adult person properly introduced and giving satisfactory references as to character and interest in fostering the purposes of this corporation as stated in Article II above and so more specifically defined in the By-Laws of this corporation, may become a member of this corporation.

To be admitted to membership, a person shall be proposed by the Board of Directors and approved by a two thirds (2/3) majority of the members.

In order to conserve the purpose of the corporation, members shall be classified as:

- (1) Regular members, comprising those who subscribe to and will actively support the purposes of this corporation and these members shall be voting members known as electors;

There shall be a maximum of twenty-one (21) Regular members.

The number to be set by resolution of the Board of Directors.

- (2) Honorary members, comprising all others, not regular members, who wish to identify themselves in interest, service and financial support for the association. Honorary members shall not have the right to vote.

### ARTICLE IV.

This corporation shall have perpetual existence.

### ARTICLE V.

The principal place of business of this corporation shall be:

5511 SW 78<sup>TH</sup> Street, Miami, Florida with the privilege of having branches and offices in other places within and without the State of Florida, including foreign countries.

## ARTICLE VI.

The activities and affairs of the corporation shall be managed by a Board of Directors. The number of Directors, which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than two (2). The Directors need not be members of the corporation unless so required by the By-Laws. The Board of Directors shall be elected by the members at the Annual Meeting of the corporation to be held on such date as the B-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The Board of Directors may, by resolution or resolutions, passed by a majority of the whole Board, designate one (1) or more committees, which to the extent provided in said resolution or resolutions or in the By-Laws of the corporation shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. The Board of Directors of this corporation may elect such Officers as the By-Laws may specify, who shall, subject to the laws of the State of Florida, have such titles and exercise such duties as the By-Laws may provide. The Board of Directors is expressly authorized to make, alter or repeal the By-Laws of this corporation.

## ARTICLE VII

The first Board of Directors shall be composed of ~~Two (2)~~ <sup>three (3)</sup> members who shall hold office for the first year of existence of the corporation or until their successors are elected and have qualified and their names and addresses are, to wit:

MORALINDA N. GENDRON 5511 SW 78<sup>TH</sup> Street, Miami, Florida 33143

WILLIAM A. GENDRON 5511 SW 78<sup>TH</sup> Street, Miami, Florida 33143

ERASMO JESUS CRUZ, JR. 1901 SW 33<sup>RD</sup> Court, Miami, Florida 33145

## ARTICLE VIII

The name of the Officers who shall hold office for the first year of the existence of the corporation or until their successors are elected and have qualified, are:

WILLIAM A.. GENDRON, President  
ERASMO JESUS CRUZ, Secretary  
MORALINDA N. GENDRON, Treasurer

## ARTICLE IX

The name and post office address of the incorporation is:

PRAYER PILLOW MINISTRIES, INC. , 5511 SW 78<sup>th</sup> Street #C, Miami, Florida 33143

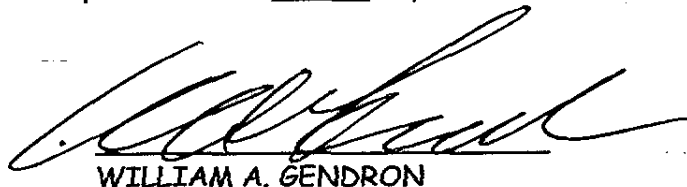
## ARTICLE X

This corporation is one, which is organized solely for non-profit purposes. Any and all assets of the corporation are irrevocably dedicated only to education, charitable, and/or religious purposes; and no part of its net earnings or assets shall inure to the benefit of any member thereof, or any other person or individual. Upon the winding up and the dissolution of this corporation, after paying or adequately providing for the debts and obligations of a corporation, and so long as permitted by the Court having jurisdiction thereof; the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, religious, medical or educational purposes and which has established its nonexempt status under the appropriate section of the Internal Revenue Code, as now existing or hereafter amended, and under Florida Law.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation. Any such amendment, alteration, change or repeal shall be proposed by the Board of Directors, and adopted by a simple majority vote of the regular members.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals as incorporators hereof and have acknowledged and filed in the office of the Secretary of State of the State of Florida, the foregoing Articles of Incorporation, this 22<sup>nd</sup> day of FEBRUARY \_\_\_\_\_ 2005.

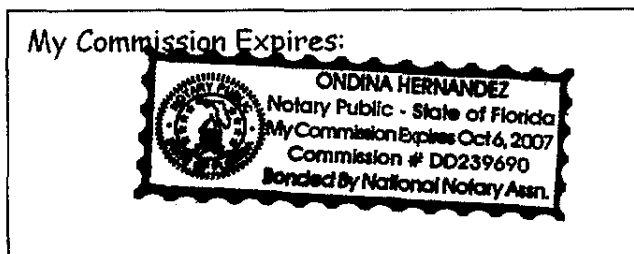
  
WILLIAM A. GENDRON

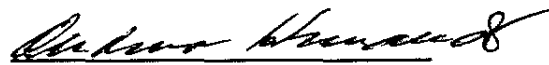
STATE OF FLORIDA }

COUNTY OF DADE }

BEFORE ME personally appeared WILLIAM A. GENDRON, to me well known and known to be the person described in and who executed the foregoing instrument and acknowledged to and before that she executed the said instrument for the purposes therein express.

WITNESS my hand and seal, this 22<sup>nd</sup> day of FEBRUARY 2005.



  
Notary Public

CERTIFICATE OF DESIGNATION FOR  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, 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.

1. The name of the corporation is:

PRAYER PILLOW MINISTRIES, INC.

2. The name and address of the registered agent and office is:

WILLIAM A. GENDRON  
5511 SW 78<sup>TH</sup> Street  
Miami, Fl. 33143

*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.*

  
WILLIAM A. GENDRON

2-22-05  
Date