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DIVISION OF CORPORATIONS
05 APR -8 PM 2:52

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

SUBJECT: Ebenezer Brethren in Christ Church, Corp.

Enclosed is an original and one (1) copy of the Article of Incorporation and a check for:

\$78.75 – Filing Fee & Certificate of Status

FROM: Rev. Moises Hernandez
4045 West 9th Court
Hialeah, FL 33012
305-826-3901

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ARTICLES OF INCORPORATION

The UNDERSIGNED incorporators hereby form a corporation not for profit under the laws of the State of Florida, pursuant to Chapter 617.0202, F.S., and in furtherance of that purpose recited as follows:

Article I

The name of this corporation, herein called "Congregation or Corporation", shall be the Ebenezer Brethren in Christ Church, Corp.

Article II

The address of the Congregation is to be: **1540 West 37th Street
Hialeah, Florida 33012**

Article III

The existence of the Corporation is perpetual and the corporate existence will commence on the filing of these Articles by the Florida Department of State.

Article IV

The purpose of this congregation is to foster a fellowship of believers whose objective is to worship and obey the triune God and to proclaim His gospel to all people.

The Congregation assumes to itself all the rights, powers, privileges, and immunities which are now, and which may during the existence thereof, be conferred by law upon corporations of a similar character and by the *Manual of Doctrine and Government of the Brethren in Christ Church*. Upon dissolution of this Congregation, the decision to dissolve having been made by the congregation in a duly-called meeting and approved by the regional conference in whose bounds the Congregation is situated, all property, real and personal, and all or any other assets shall immediately and automatically vest in and become the property of the regional conference within whose bounds such property is situated. The then members of the Congregation shall not be entitled to any distribution of any of the assets of the Congregation.

In no event, however, shall the assets of the Congregation be disposed for any purposes other than purposes exclusively for charitable, educational, or religious purposes as shall at any time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as the church board of the Congregation

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or the governing board of the regional conference of General Conference of the Brethren in Christ Church, as the case may be, shall determine.

Article V

The membership of this Congregation shall consist of the members of the Ebenezer Brethren in Christ Church, as from time-to-time are shown by the records thereof.

Article VI

The Officers of this Congregation shall be selected by a church board as specified in Article XVII of the *Manual of Doctrine and Government of the Brethren in Christ Church* and in accordance with the laws of the State of Florida.

Article VII

The name and address of the incorporator is as follows:

Rev. Moises Hernandez
4045 West 9th Court
Hialeah, Florida 33012

Article VIII

An elected group of not less than three (3) shall serve as the Church Board, which shall function as the Board of Directors of the Corporation. The said church board, at the annual meeting of the congregation, shall have the management and control of all the property of the Congregation, subject to the provision of the said *Manual*, and the regional conference to which the Congregation belongs and the laws of the state in which it is located. The bylaws governing real estate and property which apply to Congregational property as recorded in the said *Manual* are incorporated into the bylaws of the Congregation. The names and addresses of the church board of the Congregation, who shall serve until their successors are elected, are as follows:

Rev. Moises Hernandez (President)
4045 West 9th Court
Hialeah, Florida 33012

Mrs. Asteria M. Moreira (Vice-President)
4045 West 9th Court
Hialeah, Florida 33012

Mr. Marco A. Jimenez (Treasurer)
828 West 41st Street
Hialeah, Florida 33012

Mrs. Gladis Yolanda Jimenez (Secretary)
828 West 41st Street
Hialeah, Florida 33012

Article IX

The Corporation is organized upon a non-stock basis and will have no capital stock.

Article X

The name and street address of the registered agent is as follows:

Rev. Moises Hernandez
4045 West 9th Court
Hialeah, Florida 33012

Article XI

The Congregation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the Congregations shall inure to the benefit of, or be distributable to its trustees, officers or other private persons, except that the Congregation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in the furtherance of the purposes set forth above. No substantial part of the activities of the Congregation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Congregation 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 Congregation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code 1986 (or the corresponding provision of any future United States Revenue Law).

Article XII

A director (church board member) of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action unless under Florida Statutes, the Director has breached or failed to perform the duties of his or her office referenced there under and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit (i) the responsibility or liability of a director for the payment of taxes pursuant to local, state or Federal law. Any repeal, modification or adoption of any provision inconsistent with this Article XIII shall be prospective only, and neither the repeal or modification of this Article nor the adoption of any provision inconsistent with Article XII shall adversely affect any limitation the personal liability of a director of the Corporation existing at the time of such repeal or modifications or the adoptions of such inconsistent provision.

Article XIII

The Corporation shall indemnify and hold harmless to the full extent not prohibited by Florida Law, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than are permitted the Corporation to provide prior to such amendment), each person who was or is made a party to or is otherwise involved in (as a witness or otherwise) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not by or in the right of the Corporation or otherwise (hereinafter, a "proceeding") by reason of the fact that he or she, or a person of whom he or she is the heir, executor or administrator, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer or trustee of another corporation or of partnership, joint venture, trust or other enterprise (including without limitation service with respect to employee benefit plans), or where the basis of such proceedings is any alleged action or failure to take any action by such person while acting in an official capacity as a director or officer of the Corporation or in any other capacity on behalf of the Corporation while such person is or was serving as a director or officer of the Corporation, against all expenses, liability and loss, including but not limited to attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement (whether with or without court approval), actually and reasonably incurred or paid by such person in connection therewith.

The Corporation shall indemnify any person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Church Board of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer or representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation has the power to indemnify such persons against such liability under the laws of his or any other state.

Neither the modification, amendment, alteration or repeal of Article XIII or any of its provisions nor the adoption of any provision inconsistent with this Article XIII or any of its provisions shall adversely affect the rights of any person to indemnification and advancement of expenses existing at the time of such modification, amendment, alteration or repeal of adoption of such inconsistent provision.

IN TESTIMONY WHEREOF, the Incorporator has signed these Articles of Incorporation this 4 day of 5 of 2005.


Signature/Incorporator

4-5-05
Date

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DIVISION OF CORPORATE

Certificate of Registered Agent

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in these Article of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with all the provision of all statues relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as Registered Agent.


Signature/Registered Agent

4-5-05
Date