

NO5000005888

J. JIMENEZ & ASSOCIATES, PA  
9753 S. Orange Blossom Trail, Ste 101  
Orlando, FL 32837

(Address)

(City/State/Zip/Phone #)

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SEAL STATE  
TALLAHASSEE, FLORIDA

6/8/05  
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ARTICLES OF INCORPORATION

OF THE

RED APOSTOLICA VINO NUEVO, INC.

("NEW WINE APOSTOLIC NETWORK")

(A Corporation Not-For-Profit)

**FILED**

05 JUN -6 AM 9:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned, desiring to form a corporation not-for-profit under the Florida Not-For-Profit Corporation Law, hereby certifies:*

**ARTICLE I**

**Name and Duration**

The name of the corporation shall be RED APOSTOLICA VINO NUEVO, INC., (hereinafter, the "Corporation"). The term of duration of this Corporation shall be perpetual. The date and time of the commencement of the corporate existence shall be effective upon the filing of the Articles of Incorporation by the Department of State.

**ARTICLE II**

**Principal Office**

The principal office address of the Corporation shall be 9353 SW 152 Avenue Miami, Florida 33196.

**ARTICLE III**

**Registered Office and Agent**

The street address of the initial registered office of this Corporation shall be at 9753 S. Orange Blossom Trail, Suite 101, City of Orlando, County of Orange, State of Florida, 32837 and the name of the original registered agent at the address shall be Jimenez-Diaz, P.A.

## **ARTICLE IV**

### **Corporate Purposes, Powers and Rights**

**Section 1.** The Corporation is organized and shall be operated exclusively for charitable, educational, religious, or scientific purposes, including as limited by such purposes, that it shall at all times be operated as an organization that is organized, and at all times operated exclusively for the benefit of, to perform the functions of, to support, or to carry out the charitable, educational, religious, or scientific purposes of the Beneficiary Organization, defined in Article VIII below (provided such organization is an organization described in section 501(c)(3) or section 501(c)(6) and sections 509(a)(1) or (2) of the Code, at the time of any given distribution to or on behalf thereof), including providing contributions and other necessary resources to the Beneficiary Organization for the promotion of educational and vocational training opportunities.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not-for-profit.

**Section 2.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IX hereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (hereafter, the "Code"), as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(1), (2) or (3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of its exemption from federal income tax under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE V

### Members

The Corporation shall have no members. The Board of Directors shall have the sole voting power.

## ARTICLE VI

### Initial Board of Directors and Manner of Election

The initial number of Directors of the corporation shall be three (3), which number may be increased or decreased from time to time in accordance with the provisions of the Bylaws of the Corporation, but in no event shall the number of Directors be less than three (3). The following persons shall serve the Corporation as Directors and Officers until their successors are elected or until the first annual meeting called to elect Directors:

<u>NAME</u>	<u>ADDRESS</u>
Guillermo Maldonado, Director-	President
Ana G. Maldonado, Director-	Treasurer
Rachelle Seibane	Secretary

## **ARTICLE VII**

### **Incorporator**

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Jimenez-Diaz, P.A.	9753 S. Orange Blossom Trail Suite 101 Orlando, Florida 32837

## **ARTICLE VIII**

### **Distribution of Assets Upon Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the Corporation exclusively for charitable, educational, religious, or scientific purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article IX only if at the time of the distribution of such assets it is organized and operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code. Any of such assets not so distributed shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine.

## **ARTICLE IX**

### **Amendments**

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present; provided that the notice of the meeting includes the proposed amendment or a summary of the changes.

## **ARTICLE X**

### **Internal Revenue Code References**

All references in these Articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

## **ARTICLE XI**

### **Immunity and Indemnification**

To the fullest extent permitted by the Not-For-Profit Corporation Law of the State of Florida, as the same exists or may hereafter be amended, a Director of the Corporation shall not be liable to the Corporation or its members, if any, for monetary damages in connection with the exercise of their duties as directors of the Corporation, and the Corporation's bylaws may provide for indemnification of directors. Any repeal or modification of this Article shall not adversely affect any right or protection of any Director of the Corporation existing at the time of such repeal or amendment.

The undersigned, by and through its duly elected officer, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true.

Dated this 16 of May, 2005.

Jimenez-Diaz, P.A.

By: 

Name: Tina Jimenez

As its: President

REGISTERED AGENT CERTIFICATE

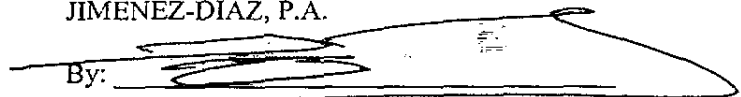
In pursuance of the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:

That RED APOSTOLICA VINO NUEVO, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named JIMENEZ-DIAZ, P.A., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly-elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states it is familiar with §617.0501, Florida Statutes.

JIMENEZ-DIAZ, P.A.

By: 

Name: Jim Jimenez

As its: President

DATED: May 15, 2005