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June 03, 2005

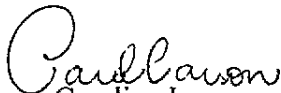
Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Dear Sir/Madam

I enclosed an original of the proposed of the Articles of Incorporation For RED  
EPISCOPAL DE IGLESIAS DE LA NACION APOSTOLICA, USA, INC.

A check in the amount of \$78.75 payable to your office, for a total filing, processing and  
Certificate of Status is included.

Sincerely,

  
Caroline Larson  
Bookkeeper

**Articles of Incorporation of  
RED EPISCOPAL DE IGLESIAS DE LA NACION APOSTOLICA, USA, INC.**

The undersigned, being a natural person of the age of eighteen (18) years or more, acting as the incorporator of a corporation, hereby adopts the following Articles of Incorporation for such Corporation, under the laws of the State of Florida:

**ARTICLE 1 – NAME**

The name of the corporation is **RED EPISCOPAL DE IGLESIAS DE LA NACION APOSTOLICA, USA, INC.**

**ARTICLE 2 – ADDRESS**

The principal place of activity and the mailing address of this corporation shall be:

651 Fort Smith Blvd  
Deltona, FL 32738

And the Board of Directors may from time to time move the principal office to any other address in Florida, and notify the Secretary of State.

**ARTICLE 3 – COMMENCEMENT OF EXISTENCE**

The date for commencement of the Corporation's existence shall be **June 03, 2005**.

**ARTICLE 4 – TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE 5 – NATURE OF THE CORPORATION**

The Corporation is a non-profit corporation. Upon the dissolution, all of the assets of the Corporation shall be distributed to the State of Florida or to an organization exempt from taxes under Internal Revenue Code Section 501 ( c ) ( 3 ) for one or more of the purposes that corporations are exempt under the Florida franchise tax.

**ARTICLE 6 – GENERAL PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 ( c ) ( 3 ) of the Internal Revenue Code, or the corresponding section ( s ) of any future federal tax code.

It is the general purpose of this Corporation to minister to all persons regardless of race creed or color where ever possible and specifically in all areas gospel outreach, providing

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assistance in as many areas as possible, with social and welfare needs of the local, national or international community.

## **ARTICLE 7 – SPECIFIC PURPOSES**

The specific purpose of **RED EPISCOPAL DE IGLESIAS DE LA NACION APOSTOLICA, USA, INC.** are:

1. Share and proclaim the Gospel of Jesus Christ through implementation of various methods including, but not limited to, the preaching of the Gospel, charity and social assistance, distribution of literature, and any other means of propagating our message through respectful channels;
2. Establish churches and community centers through allocated resources to expand and enhance the ministerial vision;
3. To act with charitable concern for not only Christians, but also for all people in need, regardless of race, social position, or religious affiliations worldwide;
4. Promote domestic and international exchange programs between ministries, leadership, community, groups, and people to seek to encourage a better understanding among different races and people;
5. Provide biblical discipleship to believers on the domestic and foreign mission fields;
7. Baptize, pray for the sick, marry, dedicate children, practice communion, conduct funerals, and ordain ministers who embody integrity and uphold strong biblical values;
8. To engage in charity and social assistance activities.

## **ARTICLE 8 – POWERS**

Unless otherwise provided in these Articles, the Corporation shall have all of the powers provided in the law. Moreover, the corporation shall have all the implied powers necessary and proper to carry out its express power. The corporation shall have no powers to take any action prohibited by the law.

## **ARTICLE 9 – LIMITS OF POWERS**

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501 ( c ) ( 3 ), and related regulations, rulings and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170 ( C ) ( 2 ) and related regulations, ruling, and procedures. Regardless of any other provision in these Articles of Incorporation or State law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manner that are not in furtherance of one or more exempt purposes as set forth and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree;
2. Serve a private interest other than one that is clearly incidental to an overriding public interest;
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings and procedures;
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities;
5. Have objectives that characterize it as an action or organization as defined by the Internal Revenue Code and related regulations, rulings and procedures;
6. Distribute its assets on dissolution other for one or more exempt purposes. On dissolution, the Corporation's assets shall be distributed to the State Government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501 ( c ) ( 3 ) to be used to accomplish the general purpose for which the Corporation was organized;
7. Permit any part of the net earning of the Corporation to inure the benefit of any member of the Corporation or any private individual;
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt purposes.

#### **ARTICLE 10 – NO PROFITS OR DIVIDENDS**

No part of the net earnings of **RED EPISCOPAL DE IGLESIAS DE LA NACION APOSTOLICA, USA, INC.** shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in the furtherance of the purposes set forth in the clause hereof.

#### **ARTICLE 11 – BOARD OF DIRECTORS**

The affairs of **RED EPISCOPAL DE IGLESIAS DE LA NACION APOSTOLICA, USA, INC.** both spiritual and secular shall be conducted by the Board of Directors which shall consist of 3 (three) members. The Directors themselves must possess the

qualification of leaders as set forth in the relevant teaching of the New Testament and they shall have the duties as set therein.

Directors, once in office, shall serve as long as they remain members of the Church unless sooner removed as set forth herein.

The directors shall appoint such other persons as may be necessary to properly minister to the membership and carry out the purposes for which the ministry is organized. Person so appointed shall have the duties set forth in the New Testament and subject to the provision of Section 741.07, Florida Statutes, and to any rules which may be adopted by Directors of the Church. They shall be authorized to conduct weddings and funerals. Once appointed they shall serve so long as they remain members of the Church, unless sooner removed as set forth herein.

The board of Directors shall be responsible for the maintenance of scriptural discipline within the membership as well as for the maintenance of membership standards. If the Board of Directors, after due examination of all facts and circumstances, decide that a member no longer fulfills the requirements for membership, the member shall be notified and their membership terminated.

The board of Directors will make an effort to act unanimously. However, all actions of the Board shall be with the concurrence of at least 2/3rds of the Directors, unless otherwise stated. If any decisions which cannot be successfully resolved at a meeting of the Board of Directors, the matter will be considered and final decision made by the President of the Church.

## **ARTICLE 12 – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is

651 Fort Smith Blvd  
Deltona, FL 32738

And the name of its initial registered agent as such address is

Hermes C. Fernandes  
2086 Galahad Drive  
Deltona, FL 32738

## **ARTICLE 13 – CORPORATE OFFICERS**

The number and the names of the Corporate Officers shall be fixed by the Board of Directors of the Corporation. The names and addresses of the persons who are to serve as initial Corporate Officers are:

President:  
Hermes C. Fernandes.  
2086 Galahad Drive

Deltona FL 32738

Vice-President:  
Pedro J. Rivera.  
651 Fort Smith Blvd.  
Deltona FL 32738

Secretary:  
Tania C. Fernandes  
2086 Galahad Drive  
Deltona FL 32738

#### **ARTICLE 14 – BOARD OF DIRECTORS**

The names and addresses of the persons who are to serve as the members of the Board Directors are:

President:  
Hermes C. Fernandes.  
2086 Galahad Drive  
Deltona FL 32738

Vice-President:  
Pedro J. Rivera.  
651 Fort Smith Blvd.  
Deltona FL 32738

Secretary:  
Tania C. Fernandes  
2086 Galahad Drive  
Deltona FL 32738

#### **ARTICLE 15 – LIABILITY**

A director is not liable to the Corporation or members for monetary damages for an act or omission in direct capacity as director except to the extent otherwise provided by a Statute of the State of Florida.

#### **ARTICLE 16 – INDEMNIFICATION**

The Corporation may indemnify a person who is or was threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. The Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members or other related to the Corporation.

#### **ARTICLE 17 – REFERENCES**

All references in these Articles of Incorporation to Statutes Regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

#### **ARTICLE 18 – BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

#### **ARTICLE 19 – AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

#### **ARTICLE 20 – INCORPORATOR**

The name and address of the person signing these Articles of Incorporation and serving as the incorporator is:

Hermes C. Fernandes.  
2086 Galahad Drive  
Deltona FL 32738



**In Witness Whereof,**

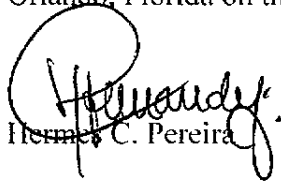
The undersigned incorporators executed these Articles of Incorporation, this **03** day of **June** of 2005.

  
\_\_\_\_\_  
**Hermes C. Fernandes**  
**Incorporator**

**Acceptance by  
REGISTERED AGENT**

Hermes C. Fernandes who has been a bona fide resident of Florida, hereby accepts his appointment as Registered Agent of **RED EPISCOPAL DE IGLESIAS DE LA NACION APOSTOLICA, USA, INC.** to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against this Corporation in any of the courts of Florida, and affirms that his office at the address set forth in the foregoing Articles shall serve as the registered office of the Corporation.

Orlando, Florida on the **03** day of **June** of 2005.

  
Hermes C. Pereira