

# N05000010139

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## FLORIDA NON-PROFIT CORPORATION

iglesia de dios en hialeah, inc.

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ARTICLES OF INCORPORATION  
OF  
IGLESIA DE DIOS EN HIALEAH, INC.

The undersigned, acting as incorporators of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is: IGLESIA DE DIOS EN HIALEAH, INC. a non-profit corporation. Its initial office shall be 595 N.W. 137 Street, North Miami, Florida 33168.

ARTICLE II

The corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

The name and address of the Incorporators of these Articles of Incorporation are:

Adalberto Sequeira, President	595 N.W. 137th Streets, North Miami, Florida 33168
Carlos Sanchez, Secretary	5785 N.W. 113 Terrace, Hialeah, Florida 33012
Josue Morales, Treasurer	300 west 74 place, #105, Hialeah, Florida 33014
Francisca Fagoth, Director	12405 N.W. 15thAvenues, NorthMiami, Florida 33167

ARTICLE IV

The general purposes for which the corporation is organized are exclusively religious, charitable, and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Service Law.

ARTICLE V

The specific purposes for which the corporation is organized are to provide a place of worship for its members, who shall be members in good standing of the Church of God, Cleveland, TN and to conduct the affairs of the congregation according to the rules and

regulations of the Church of God, Cleveland, TN, specifically the General Assembly Minutes of the Church of God, Cleveland, TN; to promote the cause of Christianity in accordance with the teachings, tenets, and customs of the Church of God, Cleveland, TN; to receive, manage, and distribute gifts, bequests, and other funds for the benefit of the congregation and the Church of God, Cleveland, TN; to own and maintain suitable buildings and facilities necessary for their acquisition, upkeep, maintenance and sale, all in accordance with the General Assembly Minutes of the Church of God, Cleveland, TN.

#### ARTICLE VI

The corporation shall have all the powers conferred by the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, which are necessary, incidental, or convenient to the purposes of the corporation as herein stated.

#### ARTICLE VII

Notwithstanding any other provisions of these Articles, the corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law, of (b) a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefits of any member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets upon dissolution of the corporation.

In the even of dissolution of this corporation, or in the event this corporation shall cease to exist or depart from the policy of the Church of God, Cleveland, TN as express in the General Assembly Minutes of the Church of God, Cleveland, TN, and otherwise, the assets of the corporation shall revert to the State Trustees for the Church of God in the state of Florida, their successors and assigns, and if the State Board of Trustees for the Church of God in the state of Florida, their successors and assigns, and if the State Board of Trustees shall cease to exist, then to the Church of God, a Tennessee non-profit corporation, and if the Church of God cease to exist, then to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code. Further that the proceeds/assets from the disposition must go directly into real property purchase or improvements.

#### ARTICLE IX

(a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have four (4) directors initially. The number of Directors of the corporations may be increased or diminished from time to time by the Bylaws but shall never be less than four (4). The method of selection of directors is stated in the Bylaws of the corporation.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation or at such other place as the Board of Directors may designate from time to time by resolution.

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 and any such action by written consent shall have the same force and effect as if taken by unanimous vote of 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 Articles of Incorporation and Bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first Members of the Board of Directors are as follows:

Adalberto Sequera, President	595 N.W. 137th Streets, North Miami, Florida 33168
Carlos Sanchez, Secretary	5785 N.W. 113 Terrace, Hialeah, Florida 33012
Josue Morales, Treasurer	300 west 74 place, #105, Hialeah, Florida 33014
Francisca Fagoth, Director	12405 N.W. 15th Avenues, North Miami, Florida 33167

(b) Corporate officers. The Board of Directors shall elect the following officers: President, Vice President, Treasurer, and Secretary and such other Officers as the Bylaws of the corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the first meeting of the Board of Directors.

#### ARTICLE X

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings or whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not

he/she is a Director or Officer of the corporation at the time he/she is made a party to such action suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation with matters as to which he/she shall be finally adjudged in such action, suit or proceedings to have been derelict in the performance of his/her duties as such Director of Officer. The right of indemnification herein provided should not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

#### ARTICLE XI

The membership of the corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time thereafter, may be received into membership in accordance with the General Assembly Minutes of the Church of God, Cleveland, TN, as they now exist or may be amended from time to time.

#### ARTICLE XII

The Board of Directors of the corporation shall conduct business under the Bylaws of the corporation in order to carry out its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by Members of the corporation, provided that the proposed amendment does not conflict with these Articles of Incorporation and is in accord with the General Assembly Minutes of the Church of God, Cleveland, TN, as the same now exists or may be amended thereafter from time to time.

#### ARTICLE XIII

An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors, and an affirmative vote of a majority of the members of the

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Corporation, provided that the proposed amendment does not conflict with these Articles of Incorporation and is in accord with the General Assembly Minutes of the Church of God, Cleveland, TN, as the same now exists or may be amended thereafter from time to time.

#### ARTICLE XIV

The name and address of the initial registered agent of the corporation is:

Adalberto Sequeira  
595 N.W. 137 Street  
North Miami, Florida 33168

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 24th day of September, 2005 for the purpose of forming this Not-for-Profit corporation under the laws of the state of Florida.

  
ADALBERTO SEQUEIRA

#### ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 24th day of September 2005.

  
ADALBERTO SEQUEIRA

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