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06 MAR 13 11:13:26

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J. Shivers MAR 14 2006

COVER LETTER

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

SUBJECT: MINISTERIO EVANGELISTICO Y DE AYUDA SOCIAL
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)
C.I.M.S.A.D. JEHOVAH JIREH, INC.

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

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MARILYN RAMIREZ
Name (Printed or typed)

510 SW 11 AVE APT #4
Address

MIAMI, FL 33130
City, State & Zip

(305) 308-0171
Daytime Telephone number

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TALLAHASSEE, FLORIDA

06/18/13 AM 10:26

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NOTE: Please provide the original and one copy of the articles.

BY-LAWS FOR MINISTERIO EVANGELISTICO Y DE AYUDA
SOCIALCIMSAP JEHOVAH JIREH, INC.

ARTICLE I: NAME

The name of the corporation shall be Ministerio Evangelistico y de Ayuda social
CIMSAP Jehovah Jireh, Inc.

ARTICLE II: PLACE OF BUSINESS

The Corporate office of the Corporation shall be located at: 510 SW 11 Ave. Apt # 4
Miami, Florida, 33130.

ARTICLE III: MISSION STATEMENT

To promote the Gospel of Jesus Christ thru the charity and compassion to the needy
population.

ARTICLE IV: BOARD OF DIRECTORS

IV.a. Function

The Board of Directors shall have and exercise all corporate powers necessary to
manage the business and affairs of this corporation.

IV.b. Operation

The Board of Directors shall be responsible for the operation, development and
maintenance of the corporation in accordance with the requirements for the
exemption from the federal taxation under section 501 (c) (3) of the Internal
Revenue Code of 1986.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

IV.c. Number

The Board shall be comprised of a minimum of 4 and a maximum of 6 Directors. The Original members and founders of the corporation will not be voted by elections process for they are not been voted to initiate the corporation. They are the founders of this Corporation therefore the only ground for removal will be voluntary or due to any violation of these By-laws. The number of Directors may be increased or decreased from time to time by amendment to these By-Laws as long as such increase or decrease is consistent with any applicable law and no decrease in number of Directors shall have the effect of shortening the terms of any incumbent Directors.

IV.d. Nominations/Elections/I terms

Sixty (60) days prior to the annual meeting, the nominating committee will provide to the Board of Directors a slate of candidates in order to elect the Board of Directors for the upcoming year. Members of the Nominating Committee will interview candidates and also inform them of their duty as a Director as well as the operation of the Corporation. The slate of candidates will be presented by the chairperson of the nominating committee at the annual meeting. Nominations from the floor will be accepted also. Alternatively, as vacancies become open, the nominating committee shall present candidates for election to the Board of Directors at regular or special Board Meetings.

IV.e. Officers of the Board

The officers of the Board of Directors shall consist of president, secretary, treasurer, and two vocals. All officers of the Board shall be voting members of the Board of Directors. The officers of the Board shall maintain continuous monitoring of the business and affairs of CIMSAP Jehovah Jireh Ministries Inc and may propose action to promote the purposes of CIMSAP Jehovah Jireh Ministries, Inc. The officers of the Board shall keep regular minutes of its proceedings and a copy furnished to all members of the Board of Directors.

IV.f. Duties and Power of the Officers of the Board

The principal officers of the corporation shall be the President, Secretary, Treasurer, and the two Vocals. The duties of the Officers shall be the following:

President:

It shall be the duty of the President to preside and keep order at the meetings of the Corporation and to conduct the same according to its Constitution and Bylaws and according to the rules of order. The President shall be the spokesperson for the Corporation and may appoint other members of the Corporation to preside over the committees as necessary. The President shall sign all official documents of the Corporation.

Secretary:

The Secretary shall keep the corporate records of the Corporation except the financial records. He/She shall keep the Seal of the Corporation and the minutes of all meeting as well as copies of the agendas. He/She shall

sign all minutes of meetings and submit them for appropriate approval of the Board of Directors.

Treasurer:

The Treasurer shall have charge of the funds, moneys, and income for the Corporation and shall cause them to be deposited in depositories approved by the Board of Directors. The Treasurer shall see that accurate records are kept of the funds and shall make monthly reports to the Board of Directors. The Treasurer shall be the chair of the Finance Committee unless otherwise voted by the Board of Directors. All checks upon bank accounts of the Corporation shall be sign as directed by resolution of the Board of Directors.

Vocals:

The Vocals shall do everything that has been assigned to them.

IV.g. Conflicts of Interest

Directors shall serve voluntarily and in the best interest of CIMSAP

Jehovah Jireh Ministries, Inc. Actions that are self-serving, whether they be of a personal or financial nature are causes for immediate removal from the Board.

Any and all decisions and/or discussions pertaining to these or any other issues must be kept in strictest of confidence by all Directors.

IV.h. Quorum

A quorum for the transaction of ordinary business shall consist Of $\frac{1}{2} + 1$ of the Directors. An affirmative vote of $\frac{1}{2} + 1$ Directors present shall decide any question before said Board and shall constitute action.

IV.i. Meeting

The Board of Directors shall have regular meetings, an annual meeting and may call special meeting as necessary and according to the proper protocol as outlined by the By- Laws.

Regular Meeting

Regular meetings shall be held at least six (6) times per year on a bi-monthly basis. Written notice of all meetings will be send to all Directors at least 5 days prior to said meeting date.

Annual Meeting

Shall be held in March at such place and at such date as the President may determine with the purpose of reporting on the status of the organization, its programs and to elect and introduce new Directors.

Special Meetings

Special meeting may be called by the President or upon written request by any Board member within three (3) business days of the proposed meeting.

IV.j. Attendance at meetings

Directors are required to attend regularly scheduled Board meetings.

Directors are asked to notify the Executive Director prior to the meeting if they

are not able to attend. Three (3) consecutive unexcused absences are cause for removal from in active Board.

IV.k. Audit

The Directors shall have a certified public accounting firm audit and examine the books of the corporation on an annual basis. Said accounting firm shall not have conflict of interest with the CIMSAP Jehovah Jireh Ministries, Inc. and shall not have representation on the Board of Directors. The treasurer shall report on the examination of the books and the financial condition of the Corporation upon completion of the financial statement and audited reports. Audits shall commence no later than thirty (30) days from the closing of the books for the fiscal year. The completed audit shall be presented to the Board of Directors no later than sixty (60) days from the beginning of the audit.

IV.l. Resignation and removal of Officers and/or Board members

A Director may be removed or expelled from the corporation by a vote of two third (2/3) of the members of the Board of Directors. The Director shall be notified in writing of such action and will be given the opportunity to defend him/herself and/or present additional evidence on hi/her defense. After the Director has presented his/her case, a decision shall be made by the Board of Directors within ten (10) working days. While the process of expulsion is ongoing, the Director shall be relieved of his/her office.

The following, among others, shall be cause for expulsion:

1. Conviction of felony offense while a Director of the Corporation.
2. Abuse of Power.

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3. Failure to discharge the duties of their elected office.
 4. Any act which, in the best judgment of the Board of Directors is in detrimental to the organization or the community.
 5. Unauthorized representation of the Corporation without proper authorization by the Board.
 6. Failure to comply with attendance.

Directors may resign by submitting a written notice to the Board of Directors.

Said resignation shall be reviewed by the Board of Directors for approval at the next possible Board meeting.

Article V: Committees

The Board may be, by resolution at any meeting of the Board, designate standing and/or ad hoc committees of the Board. Each such committee shall have power to extend delegated to it by the Board and in accordance with the laws of the State of Florida. Each committee shall keep minutes of proceedings and report to the Board of Directors. The President shall be an ex-officio member with vote of each committee.

Standing Committees: The following committees may be established by the Board as necessary.

1. **Executive Committee:** The executive committee is comprised of the Officers of the Board of Directors. The membership and powers of which are identified in Article IV.f.

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2. **Finance Committee:** Finance Committee members must have an understanding of the overall operation of the agency. The Finance Committee assists the Executive Director and the Fiscal Officer in preparing and presenting to the Board for the approval the budget, monitors the record keeping, arrange for annual event, review finances and makes recommendations to the Board. The finance committee reviews bids for major purchases.
 3. **Resource and Development Committee:** The Financial Resource and Development Committee will be responsible for policy development and implementation of all annual giving, planned (estate) giving, capital giving, and any special fund raising efforts. Funds acquired as a result of Resource and development efforts shall be allocated to the Board Account. It will be at the discretion of the Board how these funds will be distributed.
 4. **Nominating Committee:** Committee members handle Board nominations and also prepare the *Slates of the Board Officers for elections*. In addition, the nominating committee conducts an orientation session for new Board members to ensure that they understand their duties and the organization's operating procedures.
 5. **Human Resources Committee:** The Personnel Committee is responsible for reviewing policies and procedures affecting staff members. The Committee may assist the Executive Director in writing jobs descriptions and *interviewing job candidates*. Lastly, the Committee is entrusted to review the performance of the Executive Director on a yearly basis. Salary increases,

bonuses, and merit increases shall be presented to this committee for evaluation and discussion. Once approved by this committee, they shall be presented to the Finance Committee and then to the entire Board for final approval.

6. **Program/Agency Development Committee:** The Program/Agency Development Committee will make recommendations reference to policies and procedures to the Board concerning the implementation and expansion of the agency programs and services. Said programs and services shall support and enhance the need of the community and the people that we serve. In addition, the Committee will evaluate analyze and review any and all of the agency's services and programs, as the Committee sees fit, to assure the highest quality of service, and present it facts and findings to the entire Board.
7. **Ad-hoc Committees:** Ad-hoc Committees are to be created when there is a specific need for a committee that cannot be fulfilled by the actual standing committees. The creation of an ad-hoc committee may be suggested by any Director of the Board and must be approved by the majority of a quorum and by the acting President.

Article VI: Checks, Notes and Drafts

For accounting purposes, the Corporation shall maintain a Board account and a minimum of one Operating Account. All checks, notes and drafts made from the Board Account must be sign jointly by two (2) duly authorized Directors. All

checks, notes and drafts made from the Operating Account must be sign jointly by either two (2) duly authorized Officer of the Board or by at least one duly authorized Officer of the Board and the Executive Director.

Article VII: Article of Incorporation and By- Laws

The Article of Incorporation shall be approved by two third (2/3) of the Directors. The By-Laws shall be drafted by a committee appointed to do so by the President. Two third (2/3) of the Directors shall approve the amendments. After approval by the Board of Directors, the By-Laws shall become official.

Article VIII: Non Profit Organization

This corporation is not organized for pecuniary profit. It shall not have any power to issue certificates or stock or declare dividends and no part of its income shall inure to the benefit of any member, director, officer or individual.

Article IX Employees

With the following exceptions, all paid employees of the corporation shall be selected by the Executive Director, consistent with the policies outlined in our Policies and Procedures Manual. The individual for the position of Executive

Director shall be selected by the Personnel Committee of the Board which will, in turn, present its recommendation to the entire Board for approval and ratification. The individual for the position of Fiscal officer shall be approved by the majority of the Board of Directors.

Article X: Grievance Process

Employees of the corporation may have a forum in which to discuss their grievances with the Personnel Committee only after having gone through the appropriate grievance procedures. Said grievance procedures are described in the CIMSAP Jehovah Jireh Ministries, Inc. Employee Manual and must be followed first with the immediate supervisor and the Executive Director. Unresolved grievances will be heard by the Personnel Committee in an objective and unbiased fashion with the objective of bringing the matter at hand to a just and equitable conclusion. At the discretion of the Personnel Committee, the matter may be taken to the entire Board if necessary.

Article XI: Confidentiality

Directors, employees of CIMSAP Jehovah Jireh and the Executive Director Shall be bound to the strictest confidence both during and after their term with

CIMSAP Jehovah Jireh Ministries, Inc. regarding all matters having to do with CIMSAP Jehovah Jireh Ministries , Inc.'s Board of Directors and the business conducted therein.

Article XII: Rules of Order

In case of doubt, The Robert's Rules of order shall be consulted and its recommendation adopted.

Article XIII: Voting

Voting shall be governed by the following rules:

1. One Director shall have one and only one vote.
2. No Proxy vote will be allowed.
3. Voting may be secret ballot with majority vote from the membership in attendance at the meeting.

Article XIV: Indemnification

Directors and Officers of the Corporation shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit, or proceeding { whether brought by or in the name of the Corporation or otherwise} within the course and scope and arising out of their service to the Corporation or to another organization at the Corporation's request. Persons who are not Trustees or Officers of the Corporation are similarly indemnified in respect of such service

upon the condition that said person was acting in good faith, in furtherance of the best interest of the Corporation, and within the course and scope and, arising out of the service. The Corporation may maintain insurance to protect itself and any such Trustee, Officer, or other person against any liability, cost, or expense incurred in connection with any such action, suit or proceeding.

Article XV: Initial Directors

List name(s), address(es) and specific title(s):

Marilyn Ramirez: President

510 SW 11 Ave. Apt # 4 Miami Florida, 33130

Genoveva Blanco: Treasurer

510 SW 11 Ave. Apt # 4 Miami Florida, 33130

Liliana Gomez: Secretary

912 N. 30 Rd. Hollywood Florida, 33021

John Alexis Gomez: Vocal

912 N. 30 Rd. Hollywood Florida, 33021

Aura Montoya: Vocal

1220 SW 10 Ave. Miami, FL 33135

Article XVI: Initial Registered Agent and Street Address

The name and the Florida address of the registered agent is: Marilyn Ramirez

510 SW 11 Ave. Apt # 4 Miami Florida, 33130.

Article XVII: Incorporator

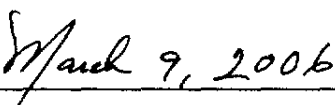
The name and address of the incorporator is: Marilyn Ramirez

510 SW 11 Ave. Apt # 4 Miami Florida, 33130.


Having been named as register agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.




Signature/Register Agent



Date



Signature/Incorporator



Date

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TALLAHASSEE, FLORIDA

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