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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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T. Hampton MAY 17 2006

## COVER LETTER

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

**SUBJECT:** Iglesia Evangelica "Berea" Centroamericana, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

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:** Bruce D. McKee

Name (Printed or typed)

3820 Mansell Road, Suite 250

Address

Alpharetta, GA 30022

City, State & Zip

770-640-1640

Daytime Telephone number

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

**ARTICLES OF INCORPORATION OF**  
**IGLESIA EVANGELICA "BEREA" CENTROAMERICANA, INC.**  
**A NONPROFIT CORPORATION**

**ARTICLE I. NAME**

The name of the corporation is:

Iglesia Evangelica "Berea" Centroamericana, Inc.

**ARTICLE II. AUTHORITY**

The corporation ("Church") is organized pursuant to the provisions of the Florida Not For Profit Corporation Act as amended.

**ARTICLE III. PURPOSES**

The Church is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including but not limited to establishing and maintaining a church that will worship God by proclaiming the Gospel of Jesus Christ and building up Christian believers through various means and methods, in accordance with the teaching of the Holy Bible, and making distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding

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provision of any future United States internal revenue law). Subject to the foregoing, the Church has all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Florida Not For Profit Corporation Act.

#### **ARTICLE IV. RESTRICTIONS**

**Section 1. No Private Inurement.** No part of the net earnings or property of the Church may inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons; except that the Church is 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 III hereof. The Church may not have capital stock or shareholders.

**Section 2. No Substantial Lobbying.** No substantial part of the activities of the Church may be the carrying on of propaganda, or otherwise attempting to influence legislation.

**Section 3. No Political Campaigning.** The Church must not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

**Section 4. Irrevocable Dedication.** The income and assets of the Church are irrevocably dedicated to its exclusive purposes.

## **ARTICLE V. DIRECTORS**

**Section 1.**     **Number.** The Board of Directors must consist of not fewer than three (3) members, and of not more than a maximum number determined by the Bylaws of the Church as amended from time to time.

**Section 2.**     **Powers.** The Board of Directors governs the Church, and has all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers include, but are not limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States. The Church may provide by express provision in its Bylaws that the Board of Directors will be identified by a different name, whether Board of Elders, Board of Trustees, or some other name. Such change in name will not of itself change the character of the board as the governing board of the Church, or the rights and powers of the board, and the provisions of these Articles of Incorporation will continue to apply to the board in the same way as prior to the name change.

**Section 3.**     **Term.** The term of each member of the Board of Directors is as established in the Bylaws.

**Section 4.**     **Election.** The election of Directors will be as established in the Bylaws.

**Section 5.**     **Amendment.** The Board of Directors has the power to amend these Articles of Incorporation, by a majority vote of the Directors then in office, in any way not inconsistent with the laws of the State of Florida or of the United States. The Board of Directors

also has the power to adopt and amend the Bylaws and other corporate governing documents other than these Articles of Incorporation, by a majority vote, in any way not inconsistent with these Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 6.     Initial Directors.   The initial Board of Directors consists of five (5) members, whose names are as follows:

Juan Perez Hernandez  
Emilio Perez Hernandez  
C. Levi Velasquez Perez  
Artemio de Leon Soto  
Crisanto Velasquez Ordenez.

#### **ARTICLE VI. NO MEMBERS**

Section 1.     Members.   The Church has members whose qualifications, election, rights, and duties are as specified in the Bylaws.

Section 2.     Election.   The Board of Directors appoints the initial members of the Church. Thereafter, members will be elected and removed as specified in the Bylaws.

#### **ARTICLE VII. POWERS**

Section 1.     General.   The Church has all the rights and powers customary and proper for tax-exempt nonprofit corporations, including the powers specifically enumerated in Section 617.302 of the Florida Code as amended.

Section 2.     Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the Church may not carry on any 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, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 3.     Charitable Trusteeship Etc. The Church is empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

## **ARTICLE VIII. DISSOLUTION**

Section 1.     Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the Church, by two-thirds vote.

Section 2.     Liquidation. Upon the dissolution of the Church, the Board of Directors must pay or make provision for the payment of all of the liabilities of the Church, and thereafter dispose of all of the assets of the Church (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), in such manner as the Board of Directors determines, (ii) or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as at the time qualify as an exempt organization or organizations under Section 501(c)(3), and at the time are described in Section 170(c)(2) of such Code, as the Board of Directors determines.

Section 3.     Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the Church is then located will dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court determines.

#### **ARTICLE IX. CONTINGENT RESTRICTIONS**

Section 1.     Contingent Restrictions. In the event that the Church is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article IX applies and the Church must: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the Church to tax under Section 4941 of the Internal Revenue Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the Church to tax under Section 4942 of the Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) and subject the Church to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Church (within the meaning of Section 4944 of the Internal Revenue Code) and thereby subject the



Church to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the Church to tax under Section 4945 of the Internal Revenue Code.

Section 2.     Definition. Each reference in this Article IX to a section of the Internal Revenue Code includes the corresponding provisions of any future United States internal revenue law.

#### **ARTICLE X. INITIAL OFFICE AND AGENT**

Section 1.     Registered Office. The street address of the initial registered office of the Church is 1901 Barbados Road, West Palm Beach, Florida 33406, and the name of its initial registered agent at that address is Juan Perez Hernandez.


Section 2.     Principal Office. The mailing address of the initial principal office is P.O. Box 6505, West Palm Beach, Florida 33405.

#### **ARTICLE XI. INCORPORATOR(S)**

Section 1.     Incorporator(s). The name and address of the incorporator(s), who is a citizen(s) of the United States, is:

Bruce D. McKee  
Townsend McKee, P.C.  
3820 Mansell Road, Suite 250  
Alpharetta, Georgia 30022

IN WITNESS WHEREOF, the undersigned incorporator or attorney for and representative of the incorporator has executed these Articles of Incorporation, pursuant to the Florida Not For Profit Corporation Act.

BY:   
Bruce D. McKee  
Townsend McKee, P.C.  
3820 Mansell Road, Suite 250  
Alpharetta, Georgia 30022

**CONSENT TO SERVE AS  
REGISTERED AGENT**

I hereby accept my appointment as registered agent at the registered office shown below my name for Iglesia Evangelica "Berea" Centroamericana, Inc. I am familiar with and accept the obligations of the position of registered agent. This consent remains effective until such time as a new registered agent is appointed.

This 29 day of April, 2006.

Juan Perez H  
Juan Perez Hernandez  
1901 Barbados Road  
West Palm Beach, Florida 33406