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Certified Copies	_ Certificates	of Status
Special Instructions to	Filing Officer:	

Office Use Only



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Digno Yorro Abdelisse Yorro 1535A Dorado Drive Kissimmee, FL 34741 407-847-3205

May 22, 2005

Via Certified Mail No.: 7002 2030 0007 0239 3587

Department of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

RE: INSTITUO BIBLICO MAHANAIM, INC.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the articles of incorporation and a check in the amount of \$87.50, made payable to Florida Department of State. This amount represents the amounts required for the:

Filing Fee	\$ 35.00
Designation of Registered Agent	\$ 35.00
Certified Copy	\$ 8.75
Certificate of Status	\$ 8.75

Thank you for your assistance and cooperation in this matter. Please contact the undersigned should you have any questions, concerns, or require additional information.

Finest Regards,

Abdelisse Vorrd

/ay

Enclosures

ARTICLES OF INCORPORATION OF INSTITUTO BIBLICO MAHANAIM, INC. IN COMPLIANCE WITH CHAPTER 617, F.S., (NOT FOR PROFIT)

The undersigned subscribers of these Articles of Incorporation, natural persons, competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this Corporation shall be INSTITUTO BIBLICO MAHANAIM, INC.

ARTICLE II PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be Instituto Biblico Mahanaim, Inc., c/o Church of God Bless Siloe, 307 Bass Street, Kissimmee, Florida 34741. The foregoing address will also be the mailing address of this Corporation.

ARTICLE III PURPOSE

This Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation, including all powers necessary or convenient to effect its purpose, which is to provide not for profit, seminary studies of the Word of God, the Gospel of Jesus Christ.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed will be in accordance with the existing ByLaws of the corporation. A copy of the current version of the ByLaws are attached hereto as Exhibit "A."

ARTICLE V
INITIAL DIRECTORS AND/OR OFFICERS
INITIAL DIRECTORS AND OFFICERS



<u>NAME</u>

ADDRESS

President:

Digno J. Yorro

1535A Dorado Drive Kissimmee, FL 34741

VPresident:

Abdelisse Yorro

1535A Dorado Drive

Kissimmee, FL 34741

Secretary/Treasurer:

Magaly Roldan

2433-4 Barley Club Drive Orlando, Florida 32837

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the Initial Registered Agent is:

NAME

ADDRESS

Digno J. Yorro

1535A Dorado Drive Kissimmee, FL 34741

ARTICLE VII INCORPORATOR

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

NAME

ADDRESS

Digno J. Yorro

1535A Dorado Drive Kissimmee, FL 34741

ARTICLE VIII TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE IX INDEMNIFICATION

This Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and the ByLaws, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed th	
Incorporation this <u>22</u> day of <u>May</u> , 2006, being the incorporator,	, this date and
undersigned adopts these Articles of Incorporation Digno J. Yorro	
STATE OF FLORIDA) COUNTY OF Osceola)	
I HEREBY CERTIFY that on this the 22 May of MAY	, 2006,
personally appeared <u>DIGNO J. YORLO</u> , to me known Incorporator of the foregoing Corporation, and who executed the foregoing AR INCORPORATION, or who has produced <u>REASONNACY</u> KNOWN	own to be the
identification, and acknowledged before me that he/she executed same freely and volu- uses and purposes therein expressed.	
IN WITNESS WHEREOF, I have hereunto set my hand and official se and County aforesaid, this, 2006.	al in the State
Notary Public State of Florinders of My COMMISSION & DD 5276 EXPIRES: March 13, 20 Bonded Thru Budget Notary Serv	641 10

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said offices open. I am familiar with and accept the obligations provided for in Florida Statutes §607.0505.

		/-	Mill	ノ系	6
	ī	Digno J _/ Y6	rro	三百	夏丑
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STATE OF FLORIDA)				رين المراجعة	計畫 日
COUNTY OF Osceola)				70	SI &
I HEREBY CERTIFY		-		70.7	58
2006, before me, an officer	*			e aforesaid	to take
acknowledgments, personally ap	opeared <u>DIGNO</u>	J. Y	orro_		, to me
known to be the Registered Ag	ent of the foregoing C	Corporation,	and who ex	xecuted the f	oregoing
Acceptance of Reg	istered Agent,	or	who	has p	produced
PRRSONAUY KN	own asi	identification	n, and acknow	wledged befor	re me that
he/she executed same freely and	I voluntarily for the us	es and purp	oses therein	expressed.	
·					
IN WITNESS V	VHEREOF, I have here	eunto set my	hand and o	fficial seal in	the State
and County aforesaid, this 22	May of MAY	·	, 2006.		

Notary Public State of Florida

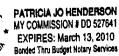


EXHIBIT "A"

BYLAWS OF

INSTITUTO BIBLICO MAHANAIM, INC.

I. BOARD OF DIRECTORS

- 1. **General**: Responsibility for day-to-day management of the nonprofit Corporation, Instituto Biblico Mahanaim, Inc. shall be vested in a Board of Directors, which shall consist of no less than three (3) members and no more than (15) members.
- 2. Qualifications: The director must be above reproach, the husband of but one wife, temperate, self-controlled, respectable, hospitable, able to teach, not given to drunkenness, not violent but gentle, not quarrelsome, not a lover of money. Director must manage his/her own family well and see that his/her children obey him/her with proper respect. He/she must also have a good reputation with outsiders, so that he/she will not fall into disgrace and into the devil's trap. Directors must to be men/women worthy of respect, sincere, and not pursuing dishonest gain. They must keep hold of the deep truths of the faith with a clear conscience. They must first be tested; and then if there is nothing against them, let them serve as directors of Instituto Bibiblico Mahanaim, Inc. Those who have served well gain an excellent standing and great assurance in their faith in Christ Jesus.
- 3. **Terms**: A Director shall serve for a term of three years, and a Director may succeed himself or herself in office. The terms shall be staggered, with a Director standing for election every third year, at the regular annual membership meeting.
- 4. **Removal**: A Director may be removed with or without cause by a vote of a majority of the Corporation's members.
- 5. Vacancies: Vacancies on the Board shall be filled by a vote of the majority of the Corporation's members.
- 6. **Resignation**: Any Director may resign at any time by giving written notice to the President or to the Secretary. The resignation of any Director shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 7. Compensation: Directors shall not be paid compensation for the performance of their duties.

II. DIRECTORS, MEETINGS

1. Annual Meetings: The annual meeting of the Board shall be held in August of each year, at a time and place convenient to members of the Board. The date, time, and place of each meeting shall be established by the President, and shall be such as to be convenient to a maximum number of Directors. The Secretary shall give adequate notice to the members of the Board not less than 5 and no more than 33 days before the meeting date.

- 2. **Special Meetings**: Special meetings of the Board may be called at any time by the President, or by a majority of the members of the Board. The Secretary shall give adequate notice to all members of the Board, not less than 3 and no more than 15 days before the special meeting. The notice calling for a special meeting of the Board shall state the purpose(s) thereof.
- 3. Consent and Waiver: The notice provisions of the preceding sections need not apply if consent and waiver forms are signed by a majority of the Directors.
- 4. **Quorum**: A majority of the members of the Board shall constitute a quorum. A majority vote of that quorum shall suffice for a fully valid and official act of the Board, except as indicated otherwise in the Corporation's articles and bylaws.
- 5. Unanimous Written Consent: A decision of the Board shall be valid and official without a meeting of the Board, if the decision in writing is signed by all members of the Board.

III. MEMBERS

- 1. **Regular Annual Meetings**: The regular annual meeting of members shall occur in August of each year. The date, time and place of each meeting shall be established by the President, and shall be such as to be convenient to a maximum number of Directors. The Secretary shall give adequate notice to the members not less than 5 and no more than 33 days before the meeting date.
- 2. Special Meetings: Special meetings of the members may be called by the President, or by one or more who hold at least a majority of the Corporation's members. The Secretary shall give adequate notice to the members, not less than 3 and no more than 15 days before the special meeting.
- 3. Consent and Waiver: The notice provisions of the preceding sections need not apply if consent and waiver forms are signed by one or more who hold a majority of the Corporation's members in good standing.
- 4. Quorum: The presence of voters constituting a majority of the Corporation's members shall constitute a quorum, and a majority vote of those shall suffice for a fully valid act of the members.
- 5. Unanimous Written Consent: Members may act through majority written consent, if all the Corporation's members sign an appropriate directive.
- 6. **Qualifications**: A person may qualify for membership in this Corporation who is committed to its purposes, applies to the members of the Corporation for membership, and is approved by the membership at a duly constituted meeting.

IV. OFFICERS

1. Officers: Officers of this corporation shall be a President, Vice President, Secretary, and Treasurer, all of whom may or may not be Directors and/or shareholders.

2. **Terms**: The officers shall be elected for terms of two years by a majority vote of the Board of Directors. Officers may succeed themselves. All officers shall hold office until their successors have been duly elected and qualified.

3. Responsibilities:

- (a) The President (or, in his or her absence, the Vice President) shall preside at all meetings of the Board of Directors; shall present a report annually of the work of the Corporation for the preceding year at the annual meeting of the shareholders; shall appoint all committees with the consent of a majority of the Board of Directors; and shall be an ex officio member of all committees
- (b) The Vice President shall assist the President in carrying out his/her activities, and shall act on behalf of the President in his/her absence.
- (c) The Secretary shall issue notice of all meetings; shall be responsible for the keeping and maintaining of corporate minutes, records, reports, and other documents pertaining to the affairs of the Corporation.
- (d) The Treasurer shall be responsible for the custody of all moneys and securities of the Corporation, and shall have responsibility for the keeping of regular books of account with respect thereto.
- (e) The officers of the Corporation shall also perform all duties regularly and customarily performed by like officers in similar organizations and shall perform all duties specifically delegated to them by the Board.
- 4. **Removal**: Any officer of the Corporation may be removed from office, with or without cause, by a majority vote of the Board of Directors.
- 5. Vacancies: Vacancies in any of the offices of the Corporation shall be filled for the unexpired term by a majority vote of the Board.
- 6. **Resignation**: Any officer may resign at any time by giving written notice to the President or to the Secretary. The resignation of any officer shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

V. FINANCES

1. All financial accounts in any financial institution shall be held in the name of Instituto Biblico Mahanaim, Inc. with authority in either the President, Vice President or the Treasurer.

VI. <u>AMENDMENTS</u>

- 1. Amending Articles: The articles of incorporation may be amended by a vote of the majority of the members of the Corporation.
- 2. Amending the Bylaws: The bylaws of this Corporation may be amended by a vote of a majority of Board members holding office.