

**NO7000012214**

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP    ☐ WAIT    ☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

**NO7-49989**

Office Use Only



**900110338689**

10/08/07--01009--014 \*\*78.75

**FILED**  
**2007 DEC 24 PM 4:25**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**T. Burch DEC 24 2007**

## COVER LETTER

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

**SUBJECT:** ASSOCIATION OF EVANGELICAL MINISTERS OF ORLANDO, 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:** LARSON ACCOUNTING & CONSULTING SERVICES LLC  
Name (Printed or typed)

8818 COMMODITY CIRCLE SUITE 40  
Address

ORLANDO, FL, 32819  
City, State & Zip

09:00 TO 5:00 407-3703686  
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 9, 2007

LARSON ACCOUNTING & CONSULTING SERVICES LLA  
8818 COMMODITY CIRCLE STE 40  
ORLANDO, FL 32819

SUBJECT: ASSOCIATION OF EVANGELICAL MINISTERS OF ORLANDO,  
INC.  
Ref. Number: W07000049989

We have received your document for ASSOCIATION OF EVANGELICAL MINISTERS OF ORLANDO, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 907A00059206



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 29, 2007

LARSON ACCOUNTING & CONSULTING SERVICES LLA  
8818 COMMODITY CIRCLE STE 40  
ORLANDO, FL 32819

SUBJECT: ASSOCIATION OF EVANGELICAL MINISTERS OF ORLANDO,  
INC.  
Ref. Number: W07000049989

We have received your document for ASSOCIATION OF EVANGELICAL MINISTERS OF ORLANDO, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 407A00063281

FILED

2007 DEC 24 PM 4: 25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation**

**of**

**ASSOCIATION OF EVANGELICAL MINISTERS  
OF ORLANDO, INC.**

# Articles of Incorporation

of

## **ASSOCIATION OF EVANGELICAL MINISTERS OF ORLANDO, INC.** (Non-profit Corporation)

The undersigned, being of legal age, and competent contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, do hereby state the articles of Incorporation of **Association of Evangelical Ministers of Orlando, Inc.** in their entirety, and adopt the following Articles of Incorporation, and agree and certify the following:

### ■ ARTICLE 1 – NAME

The name of the corporation is **ASSOCIATION OF EVANGELICAL MINISTERS OF ORLANDO, INC.**

### ■ ARTICLE 2 – ADDRESS

The principal place of activity of this corporation shall be:

**7751 Kingspointe Pkwy Suite 125  
Orlando – Florida, 32819 US.**

The mailing address of this corporation shall be:

**7751 Kingspointe Pkwy Suite 125  
Orlando – Florida, 32819 US**

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 December 17<sup>th</sup>, 2007.

This Corporation shall commence corporate existence on the filing of these articles of incorporation.

### ■ ARTICLE 4– TERM OF EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved according to law.

FILED  
2007 DEC 24 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **■ 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 assistance in as many areas as possible, with social and welfare needs of the local, national or international community. Monthly meeting with the Orlando Pastors executed in different churches every month.

## **■ ARTICLE 7 – SPECIFIC PURPOSES**

The specific purposes of **ASSOCIATION OF EVANGELICAL MINISTERS OF ORLANDO, INC.** are:

1. Fellowship and Prayer;
2. 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;
3. Establish churches and community centers through allocated resources to expand and enhance the ministerial vision;
4. 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;
5. Promote domestic an international exchange programs between ministries, leadership, community groups, and people to seek to encourage a better understanding among different races and people;
6. Challenge our board, supporters, members, and adherents to live a life of purity that is above reproach among men, as prescribed in the Word of God;

7. Provide biblical discipleship to believers on the domestic and foreign mission fields;
8. Baptize, pray for the sick, marry, dedicate children, practice communion, conduct funerals, and ordain ministers who embody integrity and uphold strong biblical values;
9. 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 insure 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, **ASSOCIATION OF EVANGELICAL MINISTERS OF ORLANDO, 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 **ASSOCIATION OF EVANGELICAL MINISTERS OF ORLANDO, 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 ministry 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 ministry. They shall be authorized to conduct weddings and funerals. Once appointed they shall serve so long as they remain members of the Ministry, 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 Ministry.

**ARTICLE 12 – MANNER IN WHICH DIRECTORS ARE ELECTED OR APPOINTED – section 617.0202(d)**

The directors will be elected by vote.

**■ ARTICLE 13 – INITIAL REGISTERED OFFICE AND AGENT**

The name of its initial registered agent is:

**Caroline Larson**

And the street address of the initial registered office of this Corporation is:

**8818 Commodity Cir Ste 40  
Orlando, Florida, 32819 US**

**■ ARTICLE 14 – 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:**

Rita Luzia Fernandes  
8302 Tangelo Tree Dr  
Orlando – Florida, 32836 US

**Vice-President:**

Eduardo Henrique de Oliveira  
8302 Tangelo Tree Dr  
Orlando – Florida, 32836 US

**Secretary:**

Roberto Luis Boselli  
8302 Tangelo Tree Dr  
Orlando – Florida, 32836 US

**■ ARTICLE 15 – BOARD OF DIRECTORS**

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

**Director President:**

Rita Luzia Fernandes  
8302 Tangelo Tree Dr  
Orlando – Florida, 32836 US

**Director Vice-President:**

Eduardo Henrique de Oliveira  
8302 Tangelo Tree Dr

Orlando – Florida, 32836 US

**Director Secretary:**

Roberto Luis Boselli  
8302 Tangelo Tree Dr  
Orlando – Florida, 32836 US

**■ ARTICLE 16 – LIABILITY**

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

**■ ARTICLE 17 – 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 18 – 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 19 – BY LAWS**

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

**■ ARTICLE 20 – AMENDMENT**

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

**■ ARTICLE 21 – INCORPORATOR**

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

**Director President:**

Rita Luzia Fernandes  
8302 Tangelo Tree Dr

Orlando – Florida, 32836 US

## ■ ARTICLE 22- DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 ( c ) ( 3 ) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ■ ARTICLE 23- TAX-EXEMPT STATUS FOR EDUCATIONAL ASSOCIATIONS

This corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax exempt status of the Corporation under the section 501 ( c ) ( 3 ) of the Internal Revenue Code and its regulations, as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted. No part of the assets or the net earnings of the corporation, current of accumulated, shall inure to the benefit of any private individual.

### In Witness Whereof,

The undersigned incorporators executed these Articles of Incorporation, this 17<sup>th</sup> day of December of 2007.

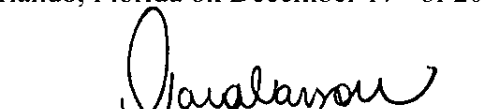


Rita Luzia Fernandes  
President

### Acceptante by REGISTERED AGENT

**Caroline Larson** who has been a bona fide resident of Florida, hereby accepts his appointment as Registered Agent of **ASSOCIATION OF EVANGELICAL MINISTERS OF ORLANDO, 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 December 17<sup>th</sup> of 2007.

  
Caroline Larson