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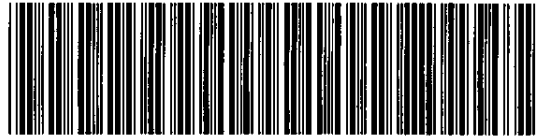
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. McKnight FEB 26 2008

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FEDEX

MEMORANDUM

TO: Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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

FROM: Linda Topping, Paralegal

DATE: February 18, 2008

RE: Primera Inglesia Bautista Hispana de Clermont, Inc.
Our File No. 07-13218

Enclosed are the following in connection with the incorporation of the captioned:

1. Articles of Incorporation (original and one copy)
2. \$78.75 check for:
 - \$ 70.00 filing fee
 - \$ 8.75 Certified Copy of Articles of Incorporation

Please file the Articles of Incorporation noting the effective date of February 13, 2008, pursuant to Florida Statute 607.0203, and return a "file stamped" copy of the Articles of Incorporation to this office along with the Certified Copy.

Enclosures

ARTICLES OF INCORPORATION
OF
PRIMERA IGLESIA BAUTISTA
HISPANA de CLERMONT, INC.

(A Florida corporation Not-for-Profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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The undersigned natural persons of legal age, acting as incorporators for the purpose of creating a corporation not-for-profit under the laws of the State of Florida as provided in Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name and Address

The name and address of this corporation shall be: **PRIMERA IGLESIA BAUTISTA HISPANA De CLERMONT, INC.**, 498 West Montrose Street, Clermont, FL 34711.

ARTICLE II

Effective Date and Duration

The date that corporate existence shall begin shall be the date of execution of these Articles of Incorporation. This election is pursuant to Florida Statute 607.0203.

The corporation shall have perpetual existence.

ARTICLE III

Purposes

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes 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 law).

ARTICLE IV

Powers

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees/directors, officers, or other private persons except as provided in the bylaws; however the corporation shall be 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. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be

carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

- (b) No member, director/trustee, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Trustees/Executive Counsel shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the residual assets of the corporation to one or more organizations which themselves qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or to a Federal, State or local government for exclusive public purpose, as the Board of Trustees/Executive Council shall determine.
- (c) The corporation shall not engage in any prohibited activity as defined in Florida Statute Section 617.0835, or as subsequently amended.

ARTICLE V **Membership**

The corporation shall have no capital stock, and shall be composed of Members rather than stockholders. The membership of the corporation shall consist of the individuals of mutual interest in the purpose of the corporation.

ARTICLE VI **Incorporator**

The name and address of the original incorporators are:

| | |
|---------------|---|
| JOSE SOTO | 142 Lake Catherine Cr. Groveland, FL 34736 |
| JUAN R. COLON | 15726 Bay Vista Dr. Clermont, FL 34711 |
| TOMAS NEGRON | 13439 Villa Romo Cr. Clermont, FL 34711 |

ARTICLE VII **Officers**

The officers of the corporation shall consist of a Chairperson, Vice Chairperson, a Secretary and a Treasurer and such other officers and assistant officers as provided for in the Bylaws of the corporation. The Pastor shall be an *ex officio* member of the Board of Officers. Except for the Pastor, the officers shall be elected as provided in the Bylaws by the Board of Trustees/Executive Council at the annual meeting of the Board of Trustees/Executive Council. Vacancies shall be filled as provided in the Bylaws by the Board of Trustees/Executive Council at any regular or specially called meeting. The names and addresses

of the first officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are:

| | | |
|-------------------|-----------------|---|
| Pastor: | Jose Soto | 142 Lake Catherine Cr., Groveland, FL 34736 |
| Chairperson: | Juan R. Colon | 15726 Bay Vista Dr., Clermont, FL 34711 |
| Vice Chairperson: | Tomas Negron | 13439 Villa Romo Cr., Clermont, FL 34711 |
| Secretary: | Marta E. Torres | 498 W. Monroe St., Clermont, FL 34711 |
| Treasurer: | Liz Romio | 498 W. Monroe St., Clermont, FL 34711 |

ARTICLE VIII

Board of Trustees

Control of the affairs of the corporation shall be vested in the Board of Trustees consisting of not less than three (3) Trustees, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year, all as provided in the Bylaws. The number of Trustees may be increased or decreased, by a two thirds (2/3) vote of the Board of Trustees, but shall never be less than three (3) Trustees. The Pastor shall be an *ex officio* member of the Board of Trustees. The initial Board of Trustees shall be composed of three (3) Trustees. The Board of Trustees shall be elected by the active members of the corporation at the annual meeting of the members. Vacancies on the Board of Trustees shall be filled by a two-thirds (2/3) vote of the remaining members of the Board. Any members of the Board of Trustees elected by the Board of Trustees to fill a vacancy shall hold office until the next annual meeting of the members. Each member of the Board of Trustees shall be a member of the corporation as a condition precedent to election or appointment to the Board. The Board of Trustees may be organized into one (1) or more separate categories of Directors as may be provided in the Bylaws. The names and addresses of the first members of the Board of Trustees who shall serve until their successors are duly elected and qualified are:

| <u>Name</u> | <u>Address</u> |
|--------------|---|
| Jose Soto | 142 Lake Catherine Circle, Groveland, Florida 34736 |
| Tomas Negron | 15726 Bay Vista Drive, Clermont, Florida 34711 |
| Juan Colon | 13439 Via Roma Circle, Clermont, Florida 34711 |

ARTICLE IX

Informal Action

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Trustees, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Trustees.

ARTICLE X

Amendment of Bylaws and Articles of Incorporation

The Bylaws and Articles of Incorporation may be amended or repealed by the Board of Trustees by an eighty percent (80%) vote at any regular or special meeting of the Board of Trustees. All proposed Amendments shall be submitted to each member of the Board of Trustees at least ten days prior to the meeting date.

ARTICLE XI
Registered Office and Agent

The initial registered agent and initial registered office of the corporation shall be:

Jose Soto
142 Lake Catherine Circle, Groveland, Florida 34736

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XII
Dissolution

The corporation may be dissolved with the assent given in writing and signed by not less than fifty-one percent (51%) of its members having an active status. Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the residual assets of the corporation to one or more organizations which themselves qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or to a Federal, State or local government for exclusive public purpose, as the Board of Trustees shall determine.

IN WITNESS WHEREOF, the undersigned, being the incorporators certify to the truth of the facts herein stated, this February 13, 2008.

Jose Soto, Incorporator

Juan Colon, Incorporator

Tomas Negron, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ACCEPTANCE

I hereby accept appointment as Registered Agent of **PRIMERA IGLESIA BAUTISTA HISPANA De CLERMONT, INC.**

Dated: February 13, 2008.

Jose Soto, Registered Agent