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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MINISTERIO DE RESTAURACION PALABRA DE VIDA, INC**

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Electronic Filing Menu

Corporate Filing Menu

Help

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H10000113952

Page 1

The Following Amended/Replacement Articles of Incorporation of Ministerio De Restauracion Palabra De Vida, Inc. a Florida Non-Profit Corporation

The undersigned persons, acting as on behalf acting on behalf the corporation not for profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Amended/Replacement Articles of Incorporation for the corporation:

Amended/Replacement

Article I.

The name of the corporation is Ministerio De Restauracion Palabra De Vida, Inc.

Article II.

The corporation shall have perpetual duration and an effective date of the filing shall be July 24, 2008.

Article III.

The corporation is a Non-Profit corporation. The purposes for which the corporation is organized include the following:

(a)

The specific and primary purposes for which this corporation is formed is to operate a teaching ministry to spread the word of God through teaching and to provide rehabilitation for those suffering from substance abuse and for other charitable purposes including but not limited to performing baptisms, conducting training at high school and university levels of education, conducting graduation ceremonies, officiating at funeral services, hosting banquets, conducting festivals, performing marriage ceremonies, having a children's day care center, providing musical training, operating Christian youth sport leagues, and performing fund-raising for the purpose of the corporation and the distribution of its funds for the operation of its facilities and in the accomplishment of its purposes.

(b)

The general purposes for which this corporation is formed are to operate exclusively for purposes which will qualify it as an exempt organization under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section. It shall operate only for nonprofit purposes.

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(c)

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication/distribution of any statements in any political campaign on behalf of any candidate for public office.

(d)

No individual shall have the right to the earnings of the corporation.

(e)

No individual shall have the right to the assets of the corporation.

(f)

That upon the dissolution of the corporation the assets of the corporation can only be taken by individuals and/or entities qualified to receive them under Code provisions.

Article IV.

In order to further comply with requirements as a non-profit corporation there are these further requirements:

(a)

There can be no self-dealing.

(b)

There shall be a required distribution of income for non-profit purposes only to the extent that funds are not required to be reinvested into the center or for other charitable purposes being conducted by the corporation.

(c)

There shall be a divestiture of excess business assets

(d)

There is a prohibition against jeopardy investments

(e)

There is a prohibition against taxable lobbying expenditures.

Article V.

The street address of the initial registered office of the corporation is Marbella Vadi 8760 SW 133rd Ave. Road, Bldg. 9, Ste. 210 Miami, Florida 33183. The name of its initial registered agent at that address is Marbella Vadi.

Article VI.

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be four provided, however, that number may be changed by a bylaw duly adopted by a majority of the Directors. It is specifically understood and agreed that the board of directors shall have the right to appoint a Chief Operating Officer. The board of directors may adopt bylaws by a majority vote of the board of directors and may amend such bylaws by a majority vote of the board of directors.

The directors named here as the first board of directors shall hold office until they resign. Replacement directors shall be voted upon by a majority of the remaining directors. Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaw of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and addresses of the persons who are to serve as the initial directors and officers are:

Domingo Luis Vadi P/D
8760 SW 133rd Ave. Road, Bldg. 9, Ste 210
Miami, Florida 33183

Marbella Vadi VP/D
8760 SW 133rd Ave. Road, Bldg. 9, Ste 210
Miami, Florida 33183

Amarilys C. Bastardo Tres./D
18204 SW 20th Street
Miramar, Florida 33029

Article VII.

The name and address of each incorporator is:

Marbella Vadi
8760 SW 133rd Ave. Road, Bldg. 9, Suite 210
Miami, Florida 33183

Article VIII.

The board of directors shall elect the following officers: President, Vice-President and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

Domingo Luis Vadi President
8760 SW 133rd Ave. Road, Bldg. 9, Suite 210
Miami, Florida 33196

Marbella Vadi Vice-President.
8760 SW 133rd Ave. Road, Bldg. 9, Suite 210
Miami, Florida 33183

Amarilys C. Bastardo Treasurer
18204 SW 20th Street
Miramar, Florida 33029

Article IX.

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the directors of the corporation, the bylaws of this corporation

may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution adopted by a majority of the board of directors or by the procedure set forth in the bylaws.

Article X.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article XI.

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws.

Article XII.

Amendments to these articles of incorporation may be proposed by a resolution adopted by a majority of the board of directors. Amendments may be adopted by a vote of at least a majority of the members of the corporation.

I, the undersigned, being an officer and director of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these amended and replacement articles of incorporation which were amended on April 22, 2010 at a meeting of the board of directors and the members.


Marbella Vadi

I, the undersigned, agree to serve as the registered agent for Ministerio De Restauracion Palabra de Vida, Inc. and agree to follow and comply with all Florida Laws and Regulations of the State of Florida and understand the same.

H10000113952

Page 6


Marbella Vadi

H10000113952