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## FLORIDA PROFIT/NON PROFIT CORPORATION

bread of life world ministries of miami, inc.

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**ARTICLES OF INCORPORATION  
OF**

**BREAD OF LIFE WORLD MINISTRIES OF MIAMI, INC.**

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together for the purpose of constituting a CHURCH, to operate in accordance with the laws of God and in a *non-profit* corporate form pursuant to the applicable provisions of the Statutes of the State of Florida relative to corporations not for profit; and we hereby covenant and agree as follows:

**ARTICLE I. NAME.**

The name of this non-profit church corporation shall be:

Bread of Life World Ministries of Miami, Inc.

**ARTICLE II. PURPOSES.**

The objectives and purposes for which this Church is constituted and organized are:

1. To disseminate the Gospel of Jesus Christ and the Word of God to the end, that the people of God may be conformed to the image of Jesus Christ.

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2. To bring both families of believers and individual believers in the Lord *Jesus Christ* together in personal fellowship, both in the home and in cell groups.

3. To regularly assemble together the members of this Church for fellowship one with another and to worship God in spirit and in truth; and to cooperate in the assembling of the whole body of Christ.

4. To provide basic New Testament discipleship to all Members.

5. To involve every member of this Church in its fellowship, activities, and in the move of the Holy Spirit.

6. To solve family and marital problems so that the home life of each member is healthy and fruitful by Biblical standards.

7. To baptize in water; to anoint the sick with oil; to marry; to dedicate infants; to celebrate the Lord's Supper and to bury.

8. To act with charitable concern for, and to help, not only all members of this Church, but also all men in need of any help which this Church can give, regardless of race, social position, or religious affiliation; to develop and carry out programs of social action for the poor, widowed, orphaned, afflicted, imprisoned and aged persons.

9. To pray for the needs of all men and for local and national leaders and governments.

10. To support and encourage communication and extension of the Christian life and witness by sound and comprehensive preaching and teaching of the Holy Bible and of the Gospel of the Lord Jesus Christ to all men, both within this fellowship and elsewhere, not only by conventional modes, but also by all means which will accomplish such communication, extension, teaching and preaching, including but not limited to media of communication developed by modern technology; and in aid of such communication, extension, preaching and teaching, but not for private profit, to sponsor,

participate in, conduct or engage in radio broadcasting, television broadcasting, the printing or reproducing and publication of recordings, books and other materials, the establishment and operation of a school or schools and the holding and conducting of seminars, study groups, work shops and meetings, by either resident or traveling evangelists, teachers, or other elders; to receive offerings for such purposes and to grant aid and pay reasonable donations.

11. To recognize, support and cooperate with the various ministries established by God to equip believers to fulfill their respective functions as members of the Body of Christ and to bring the whole body of Christ to maturity and completion.

12. To ordain ministers; to assist in the establishment and maintenance of other Churches and to send forth missionaries for the establishment and up building of other Churches, both domestic and foreign.

### ARTICLE III. POWERS.

To the end; that the foregoing objectives and purposes and any related religious and charitable purposes may be carried out, performed and accomplished; this church corporation shall have the power to engage only in such activities as shall not constitute business unrelated to its religious, benevolent, charitable, literary and educational purposes. It shall engage *only* in such activities as are permitted to be carried on by corporations whose income is exempt from taxation pursuant to Section 501 © (3) and contributions to which are deductible pursuant to Section 170 © (2), of the Internal Revenue Code of 1954, or corresponding provisions of any future United States Internal Revenue Code. Any provisions elsewhere in these Articles of Incorporation to the contrary notwithstanding, this corporation shall not engage in, nor shall any of its assets be used or applied to, activities which constitute carrying on of propaganda, attempting to influence legislation, or participating in or intervening in any political campaign on behalf of any candidate for public office, nor shall any part of its net earnings or assets inure to the benefit of any private member, except for reasonable compensation for services actually rendered. Subject to the foregoing limitations, and subject specifically to the provisions of Section 617.0105 of the Florida Statutes, this church corporation shall

have all of the rights and powers set forth in Section 615.021 of the Florida Statutes. The purposes set forth in Article II hereof shall likewise be construed as powers.

#### **ARTICLE IV. MEMBERSHIP**

The membership of this corporation shall consist of all persons hereinafter named as subscribers to these Articles of Incorporation and all persons who shall meet the following qualifications for membership and who shall be admitted, in the following manner:

1. In order to qualify for membership in this Church, a prospective member must accept, believe in and rely on Jesus Christ for his salvation; must believe that the Holy Bible is the Word of God; must confess his faith in Jesus Christ and give evidence of his intention to keep his commandments; must commit himself to participate actively in the fellowship of the Church; and must submit himself to the authority of the Council of Elders and the discipline of the Church.

2. The Council of Elders shall determine whether any applicant for membership meets the foregoing qualifications; and if so, the applicant shall be admitted to membership in this Church.

#### **ARTICLE V. TERM OF EXISTENCE**

The corporation shall exist perpetually unless dissolved according to the law.

#### **ARTICLE VI. SUBSCRIBERS**

The names and residences of each subscribers to these Articles of Incorporation are as follows:

PASTOR , President Mr. George Fernandez, residing at 14100 SW 182<sup>nd</sup> Ave. Miami, FL 33196

Secretary : Mr. Carlos Hincapie, residing at 14562 SW 98<sup>th</sup> Terrace Miami, FL 33186

**Vice-President: Mr. Daniel Rodriguez, residing at 8888 SW 131<sup>st</sup> Ct  
#405 Miami, Fl. 33186**

**Treasurer: Ms. Olga J Ulloa, residing at 15805 SW 140<sup>th</sup> St. Miami, Fl.  
33196**

#### **ARTICLE VII. COUNCIL OF ELDERS; ELDERS**

**The affairs of the Church, both spiritual and secular, shall be directed by a Board of managers which shall be referred to as the Council of Elders and which shall consist of not less than three (3) members who shall be referred to as ruling Elders. The minimum number of ruling Elders may be increased in accordance with the needs of the Church as determined from time to time by the Council of Elders. The ruling Elders themselves must be members of the Church; they must possess the qualifications of Elders as set forth in the relevant teachings of the New Testament and they shall have the duties of Elders as set forth therein. Subject to the provisions of Section 741.07, Florida Statutes, and to any rules of by-laws which may be adopted by the Council of Elders, the ruling Elders of this Church shall be authorized to conduct weddings and funerals. Ruling Elders once set in office shall serve so long as they remain members of the Church unless sooner removed as set forth hereinafter.**

**The Council of Elders shall appoint such Elders, in addition to the ruling Elders, as may be necessary to properly minister to the membership and carry out the purposes for which this Church is organized. Elders so appointed must possess all of the qualifications of ruling Elders, as set forth in the first paragraph of this Article VII; shall**

have the duties of Elders as set forth in the New Testament; and once appointed shall serve so long as they remain members of this Church, unless sooner removed as set forth hereinafter.

*The initial ruling Elders, as set forth in Article IX hereof, shall be deemed to have been set in office as of the time these Articles are approved and filed by the Secretary of State of Florida. Thereafter, in the event of a vacancy on the council of Elders, whether caused by resignation, removal, death, or expansion of the Council, the ruling Elders then serving, shall suggest to the membership of the Church the name of a member (who may be an Elder) deemed to be qualified to serve. If there be no unresolved objection on the part of the membership, the member so suggested shall be set in office as a ruling Elder; but if there be an unresolved objection, the ruling Elders shall suggest another name and the process shall continue until the vacancy or vacancies shall have been filled.*

*The Council of Elders will make every effort to act with unanimity; but in any event, all actions of the Council of Elders shall be with the concurrence of at least two third (2/3) of the ruling Elders.*

*The Council of Elders shall be responsible for the maintenance of scriptural discipline within the Church and its membership, as well as for the maintenance of membership standards. In the event the Council of Elders, after due examination, should decide that a member no longer fulfills the requirements for membership, his membership shall be terminated and he shall be appropriately notified. Similarly, if the Council of Elders, after due examination, should determine that an Elder or ruling Elder no longer fulfills the requirements of Elders, such Elder shall be removed from his position as an Elder or ruling Elder, but not necessarily from his membership in the Church, unless he shall also no longer fulfill the requirements for Church membership.*

*Any decision of the Council of Elders shall be final and not subject to appeal to any higher church court or other body.*

#### **ARTICLE VIII. OFFICERS**

*The affairs of this corporation shall be administered by its*

Officers, which shall be a president, a vice president and a secretary-treasurer, or a secretary and a treasurer; all of whom shall be ruling Elders and such other assistant or administrative officers as are determined by the Council of Elders from time to time. The Council of Elders shall appoint the officers, and the officers shall serve at the pleasure of the Council of Elders; provided, however, that any person dealing with the corporation shall be entitled to rely upon any documents signed in behalf of the corporation by its president or vice-president with its corporate seal thereto affixed and attested by its secretary.

#### **ARTICLE IX. INITIAL ELDERS AND OFFICERS**

The names and addresses of the persons who shall serve as The initial Council of Elders and as the initial officers of the corporation is as follows:

Pastor/President, Mr. George Fernandez and the address is 14100 SW 182nd Ave. Miami, Fl. 33196

Secretary, Mr. Carlos Hincapie and the address is 14562 SW 98<sup>th</sup> Terrace Miami, Fl. 33186

Treasurer, Ms. Olga J Ulloa and the address is 15805 SW 14 th St. Miami, Fl 33196

Vice-President, Mr. Daniel Rodriguez, and the address is 8888 SW 131<sup>st</sup> Ct # 405 Miami, Fl. 33186

The Council of Elders shall provide such by-laws for the conduct of its business and the business of the Church, as the Council may deem necessary from time to time. Such by-laws may be amended,



altered or rescinded by a majority vote of the elders present at any regular meeting or any special meeting called for that purpose.

#### **ARTICLE X. AMENDMENTS**

These Articles of Incorporation may be amended at any special meeting of the Council of Elders called for that purpose, or at any regular meeting of the Council of Elders; provided, however, that notice of the fact that an amendment to the Articles of Incorporation is to be considered shall be given in writing to the ruling Elders at least one week prior to the date of such meeting. Upon adoption by the Council of Elders, and upon filing with the Secretary of State of the State of Florida, the amendment shall become effective as to these Articles of Incorporation; provided, however, that no amendment to the Articles of Incorporation shall ever conflict with the purposes and powers of this Church as set forth in Articles II and III hereof.

#### **ARTICLE XI. DISSOLUTION**

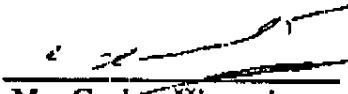
The corporation may be dissolved only pursuant to the agreement of two thirds (2/3) of the full Council of Elders. In the event of such dissolution, the Council of Elders shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 © (3) of the Internal Revenue Service Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Council of Elders shall determine. Any of such assets not so disposed of, shall be disposed of by the Circuit Court of Miami-Dade County, Florida. If Miami-Dade County is then the location of the principal office of the corporation, or by the Circuit Court (or equivalent thereof) of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the said Court shall determine, which are organized and operated exclusively for such purposes.

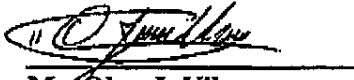
**ARTICLE XII. PRINCIPAL OFFICE AND  
RESIDENT AGENT**

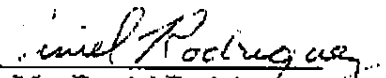
The location of the business office of this corporation shall be at: 13281 SW 124<sup>th</sup> St. Miami, FL 33186 or at such other location as may from time to time be designated by the Council of Elders. The resident agent shall be: Pastor George Fernandez

IN WITNESS WHEREOF, we, the undersigned subscriber, for the purpose of constituting a Church to operate in a corporate non-profit form pursuant to the applicable provisions of the Statutes of the State of Florida.

  
Mr. George Fernandez  
Pastor, President

  
Mr. Carlos Hincapie  
Secretary

  
Ms. Olga J. Ulloa,  
Treasurer

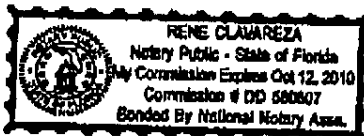
  
Mr. Daniel Rodriguez  
Vice President

STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE) SS

I HEREBY CERTIFY that on this day personally appeared before me, the officers duly authorized to administer oaths and take acknowledgements, Pastor Mr. George Fernandez, to me well known to be the individuals described in and whom executed the foregoing Articles of Incorporations and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County,  
Florida, this 08<sup>th</sup> day of November of 2008.

  
Notary Public, State of Florida at large

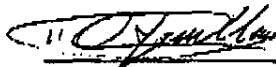


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Certificate designating place of business or domicile  
for the service of process within Florida, naming agent upon whom  
process may be served.

In compliance with section 48.091 Florida Statutes,  
the following is submitted:

First, that <sup>of Miami</sup> Bread of Life World Ministries, Inc., desiring to organize or  
qualify under the Laws of the State of Florida, with its principal place at  
Miami, State of Florida, has named Pastor Mr. George Fernandez as  
resident agent, located at 13281 SW 124<sup>th</sup> St. Miami, FL 33186, as its  
agent to accept service of process within Florida.

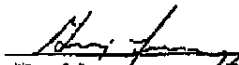


Corporate officer

Title: Treasurer

Date: November 08<sup>th</sup>, 2008

Having named to accept service of process for the above stated  
corporation, at the place designated in this certificate, I hereby agree to  
act in this capacity and I further agree to comply with the provisions of  
all statutes relative to the proper and complete performance of my  
duties.



Resident agent, Pastor

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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