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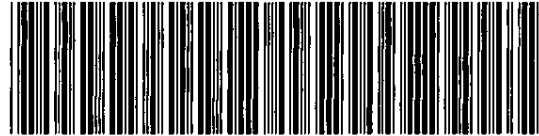
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TALLAHASSEE, FLORIDA

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Golden & LaNeve

ATTORNEYS AND COUNSELORS AT LAW
644 SOUTHEAST 4TH AVENUE
FORT LAUDERDALE, FLORIDA 33301

FILE NUMBER

3378-1

TELEPHONE (954) 764-6766
FACSIMILE (954) 764-6789
E-MAIL: esglaw@bellsouth.net

E. SCOTT GOLDEN
EUGENE J. LANEVE
ROBERT A. MORRIS*
DANIEL L. HERAK*

OF COUNSEL:
DONIELLE A. MASON
DANNIELA SECU

VIA FEDEX

January 13, 2009

Corporate Records Bureau
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32396

*ALSO LICENSED IN INDIANA
*ALSO LICENSED IN OHIO

Re: Casa de Alabanza Church of God, Inc.

Dear Sir/Madam:

Enclosed are two original executed copies of Articles of Incorporation for the referenced corporation for filing with the Secretary of State on the date received.

Also enclosed is a check in the amount of \$78.75 to cover the filing fee and costs as follows:

Filing Articles of Incorporation:	\$70.00
Certified copies of Articles of Incorporation:	\$8.75
Total	\$78.75

Please return the stamped copy of the Articles of Incorporation to the undersigned at your earliest convenience.

Sincerely yours,



E. SCOTT GOLDEN

ESG/sl
Enclosures

APPROVED
AND
FILED

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**ARTICLES OF INCORPORATION OF
CASA DE ALABANZA CHURCH OF GOD, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Casa de Alabanza Church of God, Inc.

ARTICLE II

Duration

This corporation shall have perpetual existence, and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III

General Purposes

The General Purposes for which said Corporation is organized are exclusively for charitable, religious, literary, educational, and scientific 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 of 1986, as amended (the "Code") or the corresponding provisions of any future federal tax code.

ARTICLE IV

Specific Purposes

The specific purposes for which the Corporation is organized are (i) to provide a place of worship for its Members, who shall be Members in good standing of the Church of God (Cleveland, Tennessee, U.S.A.); (ii) to conduct the affairs of the Congregation according to the rules and regulations of the Church of God (Cleveland, Tennessee, U.S.A.), and specifically the *International General Assembly Minutes* of the Church of God (Cleveland, Tennessee, U.S.A.); (iii) to promote the cause of Christianity in accord with the teaching, tenets, and customs of the Church of God (Cleveland, Tennessee, U.S.A.), and (iv) receiving, managing, and disbursing gifts, bequests, and other funds for the benefit of the Congregation and the Church of God (Cleveland, Tennessee, U.S.A.), including acquiring, owning, and maintaining suitable buildings and facilities, all in accord with the *International General Assembly Minutes* of the Church of God (Cleveland, Tennessee, U.S.A.).

ARTICLE V
Corporate Powers

The Corporation shall have all the powers conferred by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, which are necessary, incidental, or convenient to the purposes of the Corporation as herein stated.

ARTICLE VI
Activities Not Permitted

6.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth in Articles III and IV hereof), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

6.2 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 or in opposition to 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 (i) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future federal tax code, or (ii) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding Section of any future federal tax code.

6.3 The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE VII
Dedication of Assets
Dissolution and Distribution of Assets

7.1 The assets of the Corporation are irrevocably dedicated to the purposes set forth herein.

7.2 In the event of dissolution of this Corporation, or in the event this Corporation shall cease to exist, or depart from the polity of the Church of God, as expressed in the *International General Assembly Minutes* of the Church of God (Cleveland, Tennessee, U.S.A.) and otherwise, the assets of the Corporation shall revert to the State Board of Trustees for the Church of God in the State of Florida, their successors and assigns, and, if the State Board of Trustees shall cease to exist, then to the Church of God, a Tennessee non-profit corporation, and, if the Church of God, a Tennessee non-profit corporation, shall cease to exist, then to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future federal tax code. In addition, in the event of dissolution, the proceeds/assets from any such disposition, except for tangible personal property, must be used directly for real property purchases or improvements.

ARTICLE VIII

Management of Corporate Affairs

(a) Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Corporation shall have three (3) Directors initially. The number of Directors of the Corporation may be increased or diminished from time to time by the Bylaws, but shall never be less than three (3). The method of selection of Directors is stated in the Bylaws of this Corporation.

The Directors named herein are the present Board of Directors who shall hold office until the next Meeting of Members, at which time an election of Directors shall be held.

Directors elected at the next Annual Meeting, and at all times thereafter, shall serve for a term of one year or until the next Annual Meeting of Members following the election of Directors and until the qualification of their successors in office. Annual Meetings shall be held at the Principal Office of the Corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

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 members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such 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 so taken 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 Bylaws of the Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the first Members of the Board of Director are as follows:

Julio Miguel Menieur
7411 W. 22nd Avenue, Unit 206
Hialeah, Florida 33016

Pablo D. Pabon
5105 NW 195th Terrace
Miami Gardens, Florida 33055

Martha Lucia Arguelles
3900 SW 52nd Avenue, No. 706
Pembroke Park, Florida 33023

(b) Corporate Officers. The Board of Directors shall elect the following Officers: President, Treasurer, and Secretary and such other Officers as the Board of Directors shall choose at a duly authorized meeting of the Board of Directors.

ARTICLE IX **Indemnification**

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon such person in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which such person is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not such person is a Director or Officer of the Corporation at the time such person is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon such person) except in relation to matters as to which such person shall be finally adjudged in such action, suit or proceeding to have engaged in gross negligence or an intentional act in dereliction of such person's duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE X **Membership**

The Membership of the Corporation shall consist of all persons herein named as Directors and all other persons that, from time to time hereafter, may be received into Membership in the local Congregation, as such membership roll is kept by the Church Clerk in accordance with the *International General Assembly Minutes* of the Church of God (Cleveland, Tennessee, U.S.A.), as the same now exists or may be amended hereafter from time to time.

ARTICLE XI

Bylaws

The Board of Directors of the Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any Regular or Special Meeting called for that purpose, subject to any limitations set forth in the Florida Not-For-Profit Corporation Act concerning corporate action that must be authorized or approved by Members of the Corporation, provided that the proposed amendment does not conflict with these Articles of Incorporation and is in accord with the *International General Assembly Minutes* of the Church of God (Cleveland, Tennessee U.S.A.), as the same now exists or may be amended hereafter from time to time.

ARTICLE XII

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors, and an affirmative vote of a majority of the Members of the Corporation, provided that the proposed amendment does not conflict with these Articles of Incorporation and is in accord with the *International General Assembly Minutes* Church of God (Cleveland, Tennessee, U.S.A.) as the same now exists or may be amended hereafter from time to time.

ARTICLE XIII

Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is 644 Southeast Fourth Avenue, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this Corporation at that address is E. SCOTT GOLDEN. The principal office and mailing address of the corporation is 7665 W. 12th Avenue, Hialeah, Florida 33014.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 15 day of January, 2009, for the purpose of forming this not for profit corporation under the laws of the State of Florida.



E. SCOTT GOLDEN

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

This Certificate is submitted pursuant to Section 617.0501, *Florida Statutes*, as follows:

Casa de Alabanza Church of God, Inc., a Florida not for profit corporation, has designated 644 S.E. Fourth Avenue, Fort Lauderdale, Florida 33301, as its Registered Office and has named E. SCOTT GOLDEN, located at said address, as its Registered Agent to receive service of process within this State.



E. SCOTT GOLDEN

Having been named Registered Agent for the above-stated Corporation at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as Registered Agent.

DATED this 15 day of January, 20 09.



E. SCOTT GOLDEN
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA