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2009 AUG 17 P 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUG 18 2009  
D. A. WHITE

**FILED**

**ARTICLES OF INCORPORATION**

2009 AUG 17 P 1:50

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MINISTERIO INTERNACIONAL TORRE FUERTE CASA DE**

**RESTAURACION, INC.**

**A FLORIDA CORPORATION NOT FOR PROFIT**

**ARTICLE I**

**NAME**

The name of the Corporation is **Ministerio Internacional Torre Fuerte Casa de Restauracion, Inc.**

**ARTICLE II**

**ENABLING LAW**

The Corporation is organized pursuant to the Corporations Not For Profit law of the State of Florida, set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III**

**PURPOSES**

1. The specific and primary purpose for which the Corporation is formed is:
  - (a) to provide Christian religious common educational and social services to the Christian community and to the community at large;
  - (b) to develop Christian ministries, and ordain Christian ministers in the United States and abroad;
  - (c) to operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue

Code, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

2. The Corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida; provided, however, that the Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) , (b) and (c) of this Article.

#### **ARTICLE IV**

##### **TERM**

The Corporation shall have a perpetual existence.

#### **ARTICLE V**

##### **INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is:  
Pastor Igor Solis, 10852 SW 245<sup>th</sup> Street, Miami, Florida 33032.

#### **ARTICLE VI**

##### **MEMBERSHIP AND MANAGEMENT OF THE CORPORATION**

(a) The qualification for members and the manner of their admission to membership shall be regulated by the bylaws of the Corporation. Qualification shall be available only to persons who have interest in the promulgation and furtherance of the teachings of the Christian faith in general and evangelical principles similar to Organizacion de Iglesias Torre Fuerte in particular.

(b) The authority for all affairs of the Corporation shall be in a Board of

Directors consisting of at least three (3) directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the By-laws of the Corporation as from time to time in effect. The members of the Board of Directors shall be elected or appointed pursuant to the method set forth in the By-laws of the Corporation. The first Board of Directors shall be three (3) in number, and their names and addresses being as follows:

1. Igor Solis  
Pastor  
10852 S.W. 245<sup>th</sup> Street  
Miami, FL 33032
2. Fiordalisa Solis  
10852 S.W. 245<sup>th</sup> Street  
Miami, FL 33032
3. Marlon Prado  
23148 SW 113<sup>th</sup> Avenue  
Miami, FL 33170

(c) Elective Officers. The officers of the Corporation shall be a president, Vice President, and secretary. Other offices and officers may be established or appointed by members of the Corporation at any meeting of the Board of Directors. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

The officers who are to serve until the first election of officers under these Articles of Incorporation are:

President:	Igor Solis
Vice President	Marlon Prado
Secretary:	Fiordalisa Solis

## **ARTICLE VII**

### **PRINCIPAL OFFICE**

The principal office of the Corporation is 287 South Krome Avenue, Homestead, Florida 33030

## **ARTICLE VIII**

### **LOCATION OF REGISTERED OFFICE;**

### **IDENTIFICATION OF REGISTERED AGENT**

(a) The address of the Corporation's initial registered office in the State of Florida is: 287 South Krome Avenue, Homestead, Florida 33030

(b) The name of the Corporation's initial registered agent at the above address is: Igor Solis.

## **ARTICLE IX**

### **EARNINGS AND ACTIVITIES OF CORPORATION**

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that 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 these Articles of Incorporation.

(b) 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.

(c) Notwithstanding any other provision of these Articles of Incorporation, 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, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or (iii) by a non profit corporation organized under the laws of the State of Florida.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

## **ARTICLE X**

### **INDEMNIFICATION**

The Corporation shall indemnify, to the fullest extent allowed by law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the name of the Corporation) by reason of the fact that he or she is or was a director, employee, officer or agent of the Corporation.

## **ARTICLE XI**

### **BYLAWS**

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on the Corporation.

## ARTICLE XII

### AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be made by a resolution adopted by the Board of Directors.

## ARTICLE XIII

### DISSOLUTION

The Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the Board of Directors. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational, purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned constituting the subscriber of the Corporation, for the purpose of forming the Corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 11<sup>th</sup> day of August 7 2009.

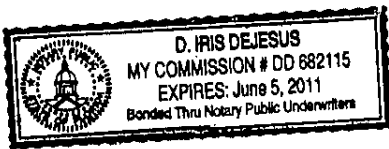
  
\_\_\_\_\_  
Igor Solis  
Incorporator

STATE OF FLORIDA )

COUNTY OF MAIMI-DADE )

BEFORE ME, a Notary Public in and for the State of Florida duly commissioned, personally appeared Igor Solis, to me personally known, and known to me to be the same person described herein and who executed the within Articles of Incorporation and who acknowledged the same to be his act and deed.

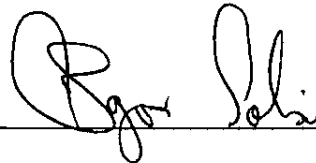
SWORN TO AND SUBSCRIBED BEFORE ME this 11<sup>th</sup> day of August 2009.



  
Notary Public State of Florida

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



Igor Solis  
Registered Agent

DATE:

Filed By:

Igor Solis  
10852 SW 24<sup>th</sup> Street  
Miami, FL 33163

2009 AUG 17 P 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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