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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Centro de Adoracion Jesus es Senior, Inc.

DOCUMENT NUMBER: N09000008868

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lilian Rosy Abuchar

Name of Contact Person

Centro de Adoracion Jesus es Senior, Inc.

Firm/ Company

1143 W. Columbia Ave.

Address

Kissimmee, FL. 34741

City/ State and Zip Code

cdajesusesenor@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lilian Rosy Abuchar

Name of Contact Person

at (321) 443-9658

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
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enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Articles of Amendment
To
Articles of Incorporation
of
Centro de Adoración Jesús es Señor, Inc.**

Pursuant to the provisions of section 607.1006, Florida Statutes, This Florida Not for Profit Corporation adopts the following articles of Amendment to its Articles of Incorporation.

First: Articles Amended or Added:

ARTICLE II

The principal place of business is:

**1143 W. Columbia Avenue
Kissimmee, FL. 34741**

The mailing address of the corporation is:

**2473 Huron Circle,
Kissimmee, FL. 34746**

**ARTICLE II
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation.

**ARTICLE III
DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporations 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 under section 501C (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 country 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.

**ARTICLE IV
DURATION**

The period of the Corporation's duration is perpetual.

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**ARTICLE V
PURPOSES**

The purpose of the corporation is to engage in the following activities:

- a) This organization is organized exclusively for charitable, religious, educational and/or scientific purpose, 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, or corresponding section of any future federal tax code.
- b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable or its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part o the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation,, and the organization shall not participate in, or intervene in (including the publishing or distribution statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 C (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or Corresponding section of any future federal tax code.

**ARTICLE VI
POWERS**

The powers of the Corporation are listed as provided in the bylaws of the Corporation.

**ARTICLE VII
MEMBERSHIP**

The membership of the Corporation is listed as provided in the bylaws of the Corporation.

**ARTICLE VIII
LAWFUL PROVISIONS**

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members are as follows:

SEE ATTACHMENT

**ARTICLE IX
BOARD OF DIRECTORS**

The bylaws of the Corporation have been duly adopted and the initial directors, president, treasurer, and clerk or other presiding financial or recording officers have been duly elected. The Corporation shall use a governing body called the Pastoral committee to manage the affairs of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the members of the governing body shall be provided in the bylaws. The members of the governing body shall be:

President: Cesar R. Abuchar
Vice President: Lilian Rosy Abuchar
Treasurer: Elvin Davila
Secretary: Wendy Morales
Officer: Maria Gorritz

The undersigned constituting the subscriber of the Corporation, for the purposes of forming the Corporation not for profit under the laws o the State of Florida, has executed these Articles of Incorporation this 7th day of November of 2013.)

Second: Date of the Amendment's Adoption is November 7, 2013

Third: Adoption of Amendment

There are no members entitled to vote on the amendment, the Board of Directors adopted the amendment.

Centro de Adoración Jesús es Señor, Inc.

Signed this November 7, 2013



**Pastor Lilian Rosy Abuchar
Vice President**

ARTICLE IV- OTHER LAWFUL PROVISIONS

A. Tax-Exempt Provisions

1. This corporation is organized exclusively for charitable, religious, 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, or the corresponding section of any future federal tax code. 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, or the corresponding section of any future federal tax code; or (b) 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.
2. No part of the assets of the corporation and not part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article Two.
3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except to the extent that the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501 (h) of the Internal Revenue Code and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.
4. Except as may be otherwise required or permitted by law, the corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the **Commonwealth of Florida pursuant to Section 11A of Chapter 180 of the Florida General Law** by the affirmative vote of a majority of the directors of the corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation (whether voluntary, involuntary, or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable, religious, or literary institutions or organizations, created and organized for non-profit purposes similar to those of the corporation, contributions to which non-profit institutions or organizations are deductible under **Section 170(c) of the Code and which qualify** as exempt from income tax under Section 501(c)(3) of such code as such sections may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number of the directors of the corporation may by vote designate and in such proportions and in such manner as may be determined in such manner as may be determined in such vote; provided, further, that the Corporation's property may be applied to charitable, religious, literary or educational purposes in accordance with the doctrine of the Corporation in all respects as a court having jurisdiction in the premises may direct.

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5. In any taxable year in which the corporation is a private foundation as described in **IRC section 509(a)**, the organization shall distribute its income for said period at such time and manner as not to subject it to tax under **IRC section 4942**, and the organization shall not: (a) engage in any act of self-dealing as defined in IRC section 4941(d); (b) retain any excess business holding as defined in IRC section 4943(c); (c) make any investments in such manner as to subject the organization to tax under IRC section 4944; or (d) make any taxable expenditures as defined in IRC section 4945(d) or corresponding provisions of any subsequent federal tax laws.

B. Other Lawful Provisions

1. The corporation shall have the following powers in furtherance of its corporate purposes:
 - a) The corporation shall have perpetual succession in its corporate name
 - b) The corporation may sue and be sued
 - c) The corporation may have a corporate seal, which it may alter at its pleasure
 - d) The corporation may have elect or appoint directors, officers, employees, and other agents, fix their compensation and define their duties and obligations.
 - e) The corporation may purchase, receive or take by grant, gift, devise, bequest, or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use an otherwise deal in and with, real or personal property, or any other interest therein, wherever situated, in an unlimited amount.
 - f) The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
 - g) The corporation may sell, convey, lease, exchange, transfer or otherwise dispose pledge, encumber or create a security interest in all, or any of its property, or any interest therein wherever situated.
 - h) The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or other activities.
 - i) The corporation may make contracts, give guarantees in furtherance of its corporate purposes and incur liabilities, borrow money at such rates of interests as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge, or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.
 - j) The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
 - k) The corporation may do business, carry on its operation, and have offices and exercise the powers granted by Florida Statutes, Chapter 617, in any Jurisdiction within or without the United States, although the corporation shall not be operated for the primary of purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.
 - l) The corporation may pay pensions, establish and carry out pensions, savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers, and employees.

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- m) The corporation may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in time of war or other national emergency in aid thereof; provided that, as long as the corporation is entitled to exemption from federal income tax under Section 5019(c)(3) of the Internal Revenue Code, it shall make no contributions for other than religious, charitable, scientific, testing for public-safety, literary or educational purposes or for the prevention of cruelty to children or animals.
- n) The corporation may be incorporator of other corporations of any type or kind.
- o) The corporation may be a partner in any enterprise, which it would have power to conduct by it.
- p) The directors may make, amend or repeal the bylaws in whole or in part with respect to any provision thereof, which by law or the bylaws required action by the members.
- q) Meetings of the members may be held anywhere in the United States.
- r) The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve as its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in, the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (1) by a disinterested majority of the directors then in office; (2) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; (3) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses, including counsel fees, reasonably incurred by any such director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking, by such individual to repay the amounts so paid to the corporation if he shall be adjudicated to be not entitled to indemnification under Florida Statutes, Chapter 617, Section 6. The right of indemnification hereby provided should not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled.

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Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors," "officers," "employees," and "agents" include their respective heirs, executors and administrators, and an "interested director" is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

- s) No person shall be disqualified from holding office by reason of any interest. In the absence of fraud, any director, officer, or member of this corporation individually, or any individual having any interest in any concern in which any such directors, officers, members, or individuals have any interest, may be a party to, or may be pecuniary or otherwise interested in, any contract, transaction, or other act of this corporation, and transaction, or act; and
 - (i) Such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;
 - (ii) No such director, officer, member, or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction, or act; and
 - (iii) Any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member, or beneficiary of any concern, the term "concern" meaning any corporation, association, trust, partnership, firm, person, or other entity other than this corporation.
- t) The corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Florida Statutes, Chapter 617 or any other chapter of the General Laws of Florida Department of State; and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which would deprive it of any exemption from federal income tax which the corporation may receive under Section 501 (c)(3) of the Internal Revenue Code.
- u) All references herein: (1) to the Internal Revenue Code shall be deemed to refer to the **Internal Revenue Code of 1986**, as now in force or hereafter amended; (2) to the General Laws of Florida Department of State, or any chapter thereof, shall be deemed to refer to said General Laws or chapter as now in force or hereafter amended; (3) to particular sections of the Internal Revenue Code or the General Laws of the Florida Department of State shall be deemed to refer to similar or successor provisions hereafter adopted.