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09 OCT -9 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OP 10/12/09

# **The Karniewicz Law Group**

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1406 W. Fletcher Avenue  
Tampa, Florida 33612  
Telephone: (813) 962-0747  
Toll Free: (866) 821-0747  
Fax: (813) 962-0747  
www.tklg.net

Judy Karniewicz, Esq.  
jkarniewicz@tklg.net

October 7, 2009

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

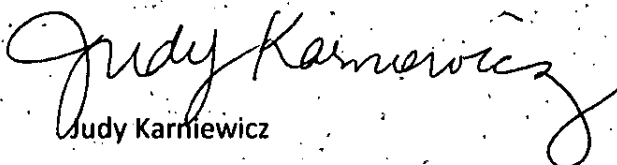
Re: Latin American Baptist Outreach Mission, Inc.

Dear Sir or Madam:

We have enclosed for filing the Articles of Incorporation for the above-referenced entity, and a check in the amount of \$70.00 for the filing fee.

Please provide to us written confirmation of the filing to our office. If you have any questions, please contact our office.

Sincerely,

  
Judy Karniewicz

JK:jcr

Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**LATIN AMERICAN BAPTIST OUTREACH MISSION, INC.**

**FILED**  
09 OCT -9 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes.

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE**

The name of the corporation created hereby (the "Corporation") shall be: **LATIN AMERICAN BAPTIST OUTREACH MISSION, INC.** The initial principal office of the Corporation shall be located at 5020 Puritan Road, Tampa, Florida 33617, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time. The initial mailing address of the Corporation shall be 5020 Puritan Road, Tampa, Florida 33617, but the Corporation shall have the power to change its mailing address to an address within or without the State of Florida.

**ARTICLE II**

**PURPOSES**

This Corporation is organized exclusively to enable churches and Christian groups to send support to missionaries abroad, to promote evangelism as the answer to people's needs, to develop individuals and communities that can effect social change; and to educate and motivate youth by using Christian values to improve the quality of their live and maximize their potential.

**ARTICLE III**

**POWERS**

The Corporation shall possess all powers allowed by law, including but not limited to, the powers hereinafter described.

(a) To exercise all rights and powers conferred by laws of the State of Florida applicable to corporations of this character, including but not limited to the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey,

option, donate or otherwise dispose of such property and the income, principal, and proceeds of any such property.

(b) To purchase, invest, acquire, own, hold, reinvest, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, invest, acquire, own, hold, reinvest, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership;

(c) To receive assistance, money, real or personal property and any other form of contributions from any person, firm or corporation, or any organization, ministry, or church, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular and irregular contributions to the Corporation for its objects and purposes;

(d) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors of the Corporation;

(e) To use or distribute, in the manner, form and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions received by it in the furtherance of its stated purposes, in a manner that assures that money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes;

(f) To contract and be contracted with and to sue and be sued;

(g) To invest and reinvest surplus funds in such securities and properties as the Board of Directors of the Corporation may from time to time determine;

(h) To apply the whole or any part of the income and principal of the Corporation exclusively for purposes related to the Christian faith, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor laws or regulations (collectively, the "Internal Revenue Code");

(i) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to, the powers described in Chapter 617 of the Florida Statutes; and

(j) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary.

The enumeration of the foregoing shall not be held to limit or restrict in any manner the general powers of the Corporation. The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the religious purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE IV**

##### **DURATION AND EXISTENCE**

The existence of the Corporation shall begin on October 7, 2009, and thereafter the existence of the Corporation shall be perpetual.

#### **ARTICLE V**

##### **SUBSCRIBER**

The name and address of the subscriber is: Judy Karniewicz, Esq.  
The Karniewicz Law Group  
1406 W. Fletcher Avenue  
Tampa, Florida 33612

#### **ARTICLE VI**

##### **OFFICERS**

The affairs of the Corporation shall be conducted by a President, a Treasurer, and a Secretary, and such other officers designated and authorized by the Board of Directors.

The election of such officers, as well as the fixing of the time and place for holding special and annual meetings, shall be as provided in the bylaws of the Corporation.

#### **ARTICLE VII**

##### **DIRECTORS**

The Corporation shall be governed by a Board of Directors. The number of directors serving on the Board of Directors, the election or appointment of directors, and the fixing of the time and place for holding special and annual meetings shall be as provided in the bylaws of the Corporation.

The initial directors shall be:

Carlos Marquina  
6980 84<sup>th</sup> Avenue N  
Pinellas Park, Florida 33781

Matthew Trill  
2050 Belcher Road  
Largo, Florida 33771

Clark Allen  
4220 Wilma Street  
Tampa, Florida 33617

Peter Maass  
15135 Deer Meadow Drive  
Lutz, Florida 33559

Ed Ziegler  
9228 Overlook Drive  
Tampa, Florida 33617

#### **ARTICLE VIII**

#### **AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended at any time by a resolution adopted by the majority vote of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the directors then serving on the Board of Directors in accordance with the provisions of the by-laws of the Corporation. Notwithstanding the foregoing, any amendment or amendments shall be consistent with the purposes for which the Corporation was created.

#### **ARTICLE IX**

#### **CHARITABLE LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private person; no part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds for religious purposes related to the Christian faith. All such income and all such assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509 of the Internal Revenue Code during any period, the Corporation, during such period:

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;

Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **ARTICLE X**

##### **DISPOSITION OF ASSETS**

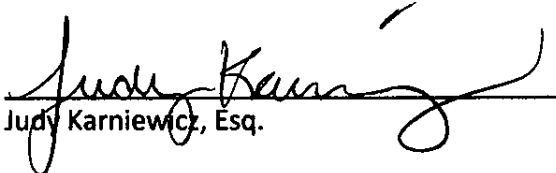
In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code as are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XI**

##### **REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered agent and the initial registered office for the Corporation are as follows: Judy Karniewicz, Esq., 1406 W. Fletcher Avenue, Tampa, Florida 33612.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 7<sup>th</sup> day of October, 2009 for the uses and purposes therein stated.

  
Judy Karniewicz, Esq.

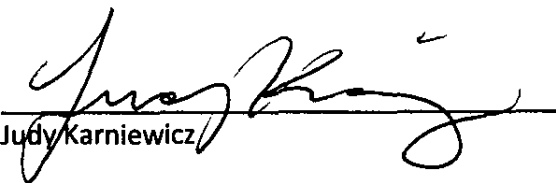
EFFECTIVE DATE 10/7/09

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR  
LATIN AMERICAN BAPTIST OUTREACH MISSION, INC.**

Pursuant to Chapter 617 of the Florida Statutes, **LATIN AMERICAN BAPTIST OUTREACH MISSION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, hereby designates Judy Karniewicz, 1406 W. Fletcher Avenue, Tampa, Florida 33612, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for **LATIN AMERICAN BAPTIST OUTREACH MISSION, INC.**, at the place designated above, I hereby consent to act in this capacity, and hereby agree to comply with the laws of the State of Florida relative to said office.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Judy Karniewicz

EFFECTIVE DATE

10/7/09

**FILED**  
09 OCT -9 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA