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FLORIDA PROFIT/NON PROFIT CORPORATION  
ASSEMBLY OF GOD CHURCH MANANCIAL OF FORT MYERS  
CORP

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*Articles of Incorporation for*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Assembly of God Church Manancial of Fort Myers Corp**

The undersigned Incorporator, in order to form a non-profit corporation under the laws of the state of Florida, abides by the Florida Not-for-Profit Corporation Act, and hereby adopt the following Articles of Incorporation.

**Article I – Name of the Corporation:**

The name of the corporation shall be Assembly of God Church Manancial of Fort Myers Corp

**Article II – Place of Business:**

The principal office of this corporation shall be at 3237 Fowler St, Fort Myers, FL 33901, Lee County. The mailing address of this corporation shall be the same.

**Article III – Purpose:**

Assembly of God Church Manancial of Fort Myers Corp, juridical association of a non-profit, religious nature, has as its main purpose the propagation of the gospel of our Lord Jesus Christ, according to the Holy Bible. This Institution, its Branches and Congregations shall be ruled by this Constitution, according to the legal provisions and legislation pertinent to the matter in question. The Church, as an association, carries out the following activities:

- I – Preach the gospel, discipline and baptize newly converts;
- II – Prioritize the maintenance of the Church, its services, religious ceremonies, educational, cultural, and social courses of a philanthropic nature;
- III – Promote Biblical Schools, seminars, conferences, symposiums, evangelistic crusades, retreats for couples, youth, teenagers, children, individual evangelism and other spiritual activities;
- IV – Organize non-profit, social and cultural institutions;
- V – Perform all the above services in English, Spanish, and Portuguese.

**Article IV – Manner of Election of Directors:**



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In accordance with section 617-0202(d) Florida Statutes:

The Board of Directors of the corporation shall have an Annual Business Meeting in which the directors are appointed and elected by vote. The affirmative votes of a number of directors at the time of this meeting must be equal to a majority of the number who constitute the full board of directors. The directors elected should have their mandate in force until the take over of the new directorship in the next Annual Business Meeting.

**Article V – Registered Agent Name and Address:**

The street address of the initial registered agent of this corporation is 4460 Cleveland Ave Suite E, in the City of Fort Myers, FL 33901 Lee County and the name of the registered agent is: Metro Business Agency, Inc. I certify that I am familiar with and accept the responsibilities of a registered agent.

Registered Agent Signature:

**Article VI – Name and Address of Incorporator:**

The name and street address of the incorporator of this incorporation is:

Hanna Sroda  
Incorporator

4460 Cleveland Ave #E  
Fort Myers, FL 33901

**Article VII – Board of Directors**

| Name(s)                           | Address(es)                            |
|-----------------------------------|--|
| Davi Pereira<br>President         | 3237 Fowler St<br>Fort Myers, FL 33901 |
| Marlene Pereira<br>Vice President | 3237 Fowler St<br>Fort Myers, FL 33901 |
| Ocimar Carlitto<br>Director       | 3237 Fowler St<br>Fort Myers, FL 33901 |



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**Benedito Pedroso**  
Treasurer

3237 Fowler St  
Fort Myers, FL 33901

**Iana Miranda**  
Secretary

3237 Fowler St  
Fort Myers, FL 33901

**Article VIII -- Term of Existence**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**Article IX -- Effective Date**

These articles of incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**Article X -- Amendment**

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation, or in any amendment hereto, or to add any provision in this Articles of Incorporation or to any amendment hereto, in any matter now or hereafter prescribed or permitted by the Provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto or granted subject to this reservation.

**Article XI -- Corporate Activities**

No parts 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 Third. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporate shall not participate in, or intervene in any political campaign of 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 (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.

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### Article XII – Membership

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the corporation, or may be set forth below:

#### Membership Requirements:

I-The admissions of the church membership roll shall be done according to the requirements of this institution and previous knowledge of the activities and purpose of the church and its pertinent segments, accompanied by a declaration stating the acceptance of the current by-laws, signed by the associate, and including the confession that he/she respects, agrees with and believes: in the Holy Bible, as the only infallible rule of faith, normative for the Christian's life and character; in one God alone, subsisting eternally in three persons – Father, Son and Holy Spirit; in the church liturgy, in its diverse forms of practices, its doctrines, customs and forms of fund raising; in the conditions expressed in this Constitution.

II – The Church shall have a unlimited number of members, who are admitted as believers in our Lord Jesus Christ, irrespective of sex, nationality, race, social or political condition, as long as they voluntarily accept the church's doctrines and discipline, having good public testimony, are baptize by immersion, and take the Holy Bible as the only infallible rule of Faith, normative for life and Christian formation: The ordinance of baptism in the waters by immersion, according to Matthew 28:19, shall be administrated to all those who repent of their sins and believe in the Lord Jesus Christ for the salvation of their souls and have been born again, giving clear evidence of such an experience, and have participated in the teachings about the fundamental truths and the norms and customs of the Church (Romans 6:3-5, Colossians 2:12;2 Thessalonians 3:6); in ordinance of the Lord's Holy Supper shall be observed according to the Scriptures (St. Luke 22:19,20 and Corinthians 11:23-25) on a monthly basis, the participation at the Holly Supper shall be for the members baptized in the waters according to the Holy Scriptures, by immersion, in the name of the Father, Son and Holy Spirit (ST. Matthew 3:13-17; 28:19).

III – The members shall have the right to: receive spiritual and assistance; participate in the worship services and other and other activities developed by the Church; participate in the ordinary and extra-ordinary Assembly Meetings; vote and be voted, nominated or appointed.

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IV – The duties of the members are: obey the Constitution, as well as the Ministerial and Pastoral decisions, and those of the Assembly Meetings; contribute voluntarily with their tithes and offerings, as well as with material goods, in cash or otherwise, for the general expenses of the church, social assistance, help to those in real need, missionaries, the propagation of the gospel, Church staff and the acquisition of property and its maintenance; be present at the Assembly Meetings when convoked; take care of the church's material and spiritual patrimony; hold the church in good esteem, voluntarily helping in the execution of its spiritual and secular activities; reject ecumenical movements that depart from the biblical principles adopted by the Church; attend the Church and watch over assiduity; abstain from sexual practices before marriage and outside wedlock.

V – A member (associate) shall lose his/her status, including his/her office or position, if part of the board of directors or the ministry board, when he/she: abandon the Church, or has a non-justified absence for a period of 60 days or more; does not live according to the biblical precepts; does not comply with his/her duties as described in the Constitution and the determinations of the General Administration; promotes evident dissidence or rebels against the authority of the Church, ministry board and the Assembly Meetings; becomes deceased; does not live according to the doctrines of the Holy Bible, practicing – adultery (ex 20:14), fornication (ex 20:14), prostitutions (ex 20:14), homosexuality (LV 18:22, 20:13; RM 1:26-28); sexual relations with animals (LV 18:23-24); homicide or its attempt (Ex 20:13; 21:18-19); theft or robbery (ex 20:15); a crime prescribed by the law, demonstrated by condemnation in a proper process of a trial court (RM 13:1-7), rebellion (1 SM 16:23), witchcraft and its ramifications (REV 22:15; GAL 5:19)

### Article XIII – Voting Rights

Members of the corporation will have such voting rights as are provided in the By Laws of the Corporation.

### Article XIV – Liabilities for Debts

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

### Article XV – Indemnification

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any

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proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against Liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the director or officer is or was director or Corporation. The Corporation also may be pay for reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in the Articles of Incorporation are deemed to include any amendment or successor thereto.

Nothing contained in these Articles of Incorporation shall limit or preclude the exercise or any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be server able and the provisions remaining shall not be otherwise affected.

All references in the Articles of Incorporation to "director" "officer" "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

**Article XVI – Dissolution**

In the event of dissolution of this Corporation, its assets remaining after



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payment, or provision for payments, of all debts and Liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue.

Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose.

However, if the named recipient is not then in existence or no longer a qualified distributed, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax codex).

Any additional provisions for the operation of the corporation are as follows:

**Article XVII – Limitations on Activities**

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting of this to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this 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, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

**Article XVIII – Prohibition against Private Inurnment**

No parts of net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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.

**Article XIX – Compensation Restriction**

Resolved that any salaries, wages, together with fringe benefits or other



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forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

### **Article XX – Private Foundation Requirements and Restrictions**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holding as defined in Section 4943 (c) of Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

### **Article XXI – Other Provisions**

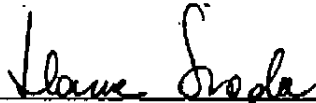
D) Resource, Investments and Assets: the Church's assets consist of real property, vehicles, livestock that it owns or shall come to own, in the quality of a possessor, which shall be registered in its name, and upon which it shall exercise unconditional power and control; the resources obtained by the church and its official segments are an integral part of the Church's possessions, upon which their donors cannot alleged to have any claim, under any pretext or allegation; the person that, for any reason, enjoys the use of Church property through renting, commodatum or a similar process, even though tacitly and informally, is bound to return it when requested and within the time period established by the board of directors, and in the same proportions and conditions as when it was received; the Church, its branches and missions shall not respond for the debts incurred by the administrators, workers or members, except the debts made with a previous, written authorization of its legal representative, under the limits of this Constitution and applicable Legislation; no member of the Church shall respond personally, in solidarity or subsidiary for the obligations undertaken by workers and administrators, however the Church shall respond with its possessions through its legal representative; the Church shall have deeds registered in its name regarding all of its real properties and none of them may be sold, rented, mortgaged or submitted or submitted to any kind of

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transaction without being recommended by the pastor president and board of directors and ratified by the General Assembly Meeting.

**Acceptance of Registered Agent Designation in the Articles of Incorporation:**

In witness whereof, the undersigned being the original subscriber to the capital stock herein for the above named corporation, and for the purpose of forming a corporation, hereby declaring and certifying that the facts herein stated are all true and due agree to take the number of shares herein above set forth. Registered agent is familiar with and accepts the obligations of the position under Section 607 of the Florida Statutes, and hereunto set our hands and seals this September 15th, 2010.



Metro Business Agency, Inc.  
Hanna Sroda - Incorporator

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