

N11000007383

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Amend

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
12 AUG 27 PM 3:07



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 9, 2012

CAROLINE LARSON
LARSON ACCOUNTING & CONSULTING
8615 COMMODITY CIR - STE. 6
ORLANDO, FL 32819

SUBJECT: MARCIA ROMERO MINISTRY, INC
Ref. Number: N11000007383

We have received your document for MARCIA ROMERO MINISTRY, INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted an application which does not meet the current requirements of the Florida Statutes. You may complete our current form or amend your application to include the required information.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

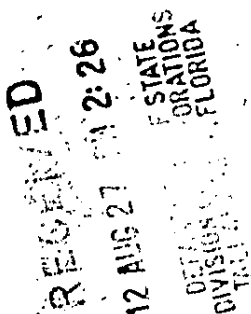
If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 112A00020615



See attached

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MARCIA ROMERO MINISTRY, INC

DOCUMENT NUMBER: N11000007383

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

Please return all correspondence concerning this matter to the following:

CAROLINE LARSON
(Name of Contact Person)

LARSON ACCOUNTING & CONSULTING SERVICES, LLC
(Firm/ Company)

8615 COMMODITY CIR STE 6
(Address)

ORLANDO, FL 32819
(City/ State and Zip Code)

CAROL@LARSONACC.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CAROLINE LARSON at (407) 3703686
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

Amendment of Articles of Incorporation

of

MARCIA ROMERO MINISTRY, INC.
(Non-profit Corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
12 AUG 27 PM 3: 07

The undersigned, being a natural person of the age of eighteen (18) years or more, acting as the incorporator of a Corporation, hereby adopts the following amendment of the Articles of Incorporation for such Corporation, under the laws of the State of Florida:

■ **ARTICLE 1 – NAME**

The name of the corporation is **MARCIA ROMERO MINISTRY, INC.**

■ **ARTICLE 2 – ADDRESS**

The principal place of activity of this corporation shall be:

**2150 Mountleigh Trail
Orlando, FL 32824 US**

The mailing address of this corporation shall be:

**2150 Mountleigh Trail
Orlando, FL 32824 US**

and the Board of Directors may from time to time move the principal office to any other address in Florida, and notify the Secretary of State.

■ **ARTICLE 3 – COMMENCEMENT OF EXISTENCE**

The date for commencement of the Corporation's existence shall be August 04, 2011.

■ **ARTICLE 4 – TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

■ **ARTICLE 5 – NATURE OF THE CORPORATION**

The Corporation is a non-profit corporation. Upon the dissolution, all of the assets of the Corporation shall be distributed to the State of Florida or to an organization exempt from

taxes under Internal Revenue Code Section 501 (c) (3) for one or more of the purposes that corporations are exempt under the Florida franchise tax.

■ ARTICLE 6 – GENERAL PURPOSE

The Corporation is organized exclusively for charitable, religious, educational 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 (s) of any future federal tax code.

It is the general purpose of this Corporation to minister to all persons regardless of race creed or color where ever possible and specifically in all areas gospel outreach, providing assistance in as many areas as possible, with social and welfare needs of the local, national or international community.

■ ARTICLE 7 – SPECIFIC PURPOSES

The specific purposes of **MARCIA ROMERO MINISTRY, INC.** are:

1. To act with charitable concern for not only Christians, but also for all people in need, regardless of race, social position, or religious affiliations worldwide;
2. To organize events to raise money to help people with serious disabilities and rare diseases.
3. To engage in charity and social assistance activities.

■ ARTICLE 8 – POWERS

Unless otherwise provided in these Articles, the Corporation shall have all of the powers provided in the law. Moreover, the corporation shall have all the implied powers necessary and proper to carry out its express power. The corporation shall have no powers to take any action prohibited by the law.

■ ARTICLE 9 – LIMITS OF POWERS

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501 (c) (3), and related regulations, rulings and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170 (C) (2) and related regulations, ruling, and procedures. Regardless of any other provision in these Articles of Incorporation or State law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manner that are not in furtherance of one or more exempt purposes as set forth and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree;
2. Serve a private interest other than one that is clearly incidental to an overriding public interest;
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings and procedures;
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities;
5. Have objectives that characterize it as an action or organization as defined by the Internal Revenue Code and related regulations, rulings and procedures;
6. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Corporation's assets shall be distributed to the State Government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501 (c) (3) to be used to accomplish the general purpose for which the Corporation was organized;
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any member of the Corporation or any private individual;
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt purposes.

■ ARTICLE 10 – NO PROFITS OR DIVIDENDS

No part of the net earnings of, **MARCIA ROMERO MINISTRY, INC.** shall inure to the benefit of, or be distributable to 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 the furtherance of the purposes set forth in the clause hereof.

■ ARTICLE 11 – BOARD OF DIRECTORS

The affairs of **MARCIA ROMERO MINISTRY, INC.** both spiritual and secular shall be conducted by the Board of Directors which shall consist of 5 (five) members. The Directors themselves must possess the qualification of leaders as set forth in the relevant teaching of the New Testament and they shall have the duties as set therein. Directors,

once in office, shall serve as long as they remain members of the ministry unless sooner removed as set forth herein.

The directors shall appoint such other persons as may be necessary to properly minister to the membership and carryout the purposes for which the ministry is organized. Person so appointed shall have the duties set forth in the New Testament and subject to the provision of Section 741.07, Florida Statutes, and to any rules which may be adopted by Directors of the ministry. They shall be authorized to conduct weddings and funerals. Once appointed they shall serve so long as they remain members of the Ministry, unless sooner removed as set forth herein.

The board of Directors shall be responsible for the maintenance of scriptural discipline within the membership as well as for the maintenance of membership standards. If the Board of Directors, after due examination of all facts and circumstances, decide that a member no longer, fulfills the requirements for membership, the member shall be notified and their membership terminated.

The board of Directors will make an effort to act unanimity. However, all actions of the Board shall be with the concurrence of at least 2/3rds of the Directors, unless other wise stated. If any decisions which cannot be successfully resolved at a meting of the Board of Directors, the matter will be considered and final decision made by the President of the Ministry.

■ ARTICLE 12 – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

Larson Accounting and Consulting Services LLC
8615 Commodity Cir ste 6
Orlando, Fl 32819

And the name of its initial registered agent as such address is

Caroline Larson

■ ARTICLE 13 – CORPORATE OFFICERS

The number and the names of the Corporate Officers shall be fixed by the Board of Directors of the Corporation. The names and addresses of the persons who are to serve as initial Corporate Officers are:

President:
Marcia Romero
2150 Mountleigh Trail.
Orlando, FL 32824

Treasury:
Lindonesia Coelho
6924 Westmar Dr
Orlando, Fl 32824

Secretary:
Flavia Guimaraes
6745 Bouganville Crescent Dr
Orlando, FL 32809

■ ARTICLE 14 – BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as the members of the Board Directors are:

President:
Marcia Romero
2150 Mountleigh Trail.
Orlando, FL 32824

Treasury:
Lindonesia Coelho
6924 Westmar Dr
Orlando, Fl 32824

Secretary:
Flavia Guimaraes
6745 Bouganville Crescent Dr
Orlando, FL 32809

■ ARTICLE 15 – LIABILITY

A director is not liable to the Corporation or members for monetary damages for an actor omission in direct capacity as director except to the exempt otherwise provided by a Statute of the State of Florida.

■ ARTICLE 16 – INDEMNIFICATION

The Corporation may indemnify a person who is or was threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. The Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members or other related to the Corporation.

■ ARTICLE 17 – REFERENCES

All references in these Articles of Incorporation to Statutes Regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

■ ARTICLE 18 – BY LAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

■ ARTICLE 19 – AMENDMENT

These amendment of the Articles of Incorporation may be amended in the manner provided by law.

■ ARTICLE 20 – INCORPORATOR

The name and address of the person signing these Articles of Incorporation and serving as the incorporator is:

President:
Marcia Romero
2150 Mountleigh Trail.
Orlando, FL 32824

■ ARTICLE 21- DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the organization is then located, exclusively for such

■ **ARTICLE 22- TAX-EXEMPT STATUS FOR EDUCATIONAL ASSOCIATIONS**

This corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax exempt status of the Corporation under the section 501 (c) (3) of the Internal Revenue Code and its regulations, as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted. No part of the assets or the net earnings of the corporation, current of accumulated, shall inure to the benefit of any private individual.

In Witness Whereof,

The undersigned incorporators executed these Articles of Incorporation, this 12 day of June of 2012.

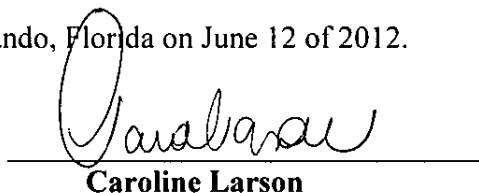


Marcia Romero
Incorporator

**Acceptante by
REGISTERED AGENT**

Caroline Larson who has been a bona fide resident of Florida, hereby accepts his appointment as Registered Agent of **MARCIA ROMERO MINISTRY, INC.**, to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against this Corporation in any of the courts of Florida, and affirms that his office at the address set forth in the foregoing Articles shall serve as the registered office of the Corporation.

Orlando, Florida on June 12 of 2012.



Caroline Larson

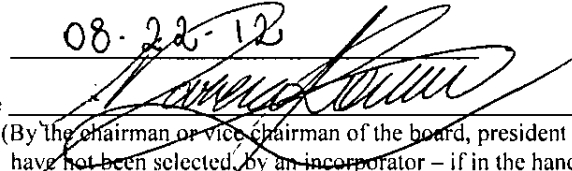
The date of each amendment(s) adoption: 06-12-12

Effective date if applicable: 08-22-12
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 08-22-12
Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

MARCIA RONCRO
(Typed or printed name of person signing)
PRESIDENT
(Title of person signing)