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MDO | PARTNERS

LAW | COMPLIANCE | ETHICS

175 SW 7th STREET
SUITE 1900
MIAMI, FLORIDA 33130
305.704.8452

MDOPARTNERS.COM

Via Federal Express
No. 7934 5330 4895

April 13, 2012

Florida Department of State
Division of Corporations
2661 Executive Center Drive
The Clifton Building
Tallahassee, FL 32301

Re: WYNWOOD CHURCH, INC.

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation of WYNWOOD CHURCH, INC., a Florida not-for-profit corporation.

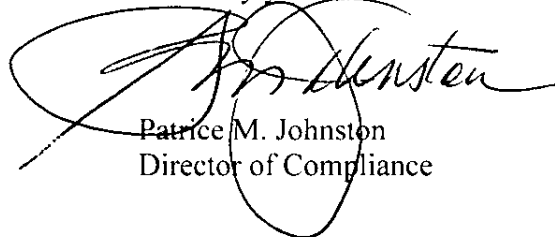
Also enclosed are a duplicate original of the signed Articles of Incorporation and a check payable to the Florida Department of State in the amount of \$78.75 to cover the \$35.00 filing fee, \$35.00 for the designation of registered agent, and \$8.75 for a certified copy of the Articles of Incorporation as filed.

Please forward the certified copy of the Articles of Incorporation directly to me.

Should you have any questions or if anything further is required, please contact me by telephone at (305) 704-8452 or by email at pjohnston@mdopartners.com.

We very much appreciate your assistance in this matter.

Sincerely yours,



Patrice M. Johnston
Director of Compliance

**ARTICLES OF INCORPORATION
OF
WYNWOOD CHURCH, INC.**

The undersigned Incorporator, for the purpose of forming a Florida not-for-profit corporation in compliance with Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is WYNWOOD CHURCH, INC.

**ARTICLE II
ADDRESS**

The principal place of business of the Corporation is:

175 SW 7th Street
Suite 1900
Miami, FL 33130

The mailing address of the Corporation is:

175 SW 7th Street
Suite 1900
Miami, FL 33130

**ARTICLE III
PURPOSE**

The 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(s) of any future federal tax code (the "Code").

**ARTICLE IV
DIRECTORS**

(a) The names and addresses of the members of the initial Board of Directors are:

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Shaun W. Smith
175 SW 7th Street
Suite 1900
Miami, FL 33130

Sebastian Rusk
175 SW 7th Street
Suite 1900
Miami, FL 33130

Maria Paola Pazmino
175 SW 7th Street
Suite 1900
Miami, FL 33130

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(b) Members of the Board of Directors shall be elected annually or as otherwise set forth in the Bylaws of the Corporation duly adopted and amended from time to time by written vote of the Corporation as set forth in the Bylaws.

ARTICLE V OFFICERS

The names and addresses of the initial officers of the Corporation and the position(s) held by each such officer are:

Shaun W. Smith 175 SW 7 th Street, Suite 1900 Miami, FL 33130	-	President and Treasurer
Sebastian Rusk 175 SW 7 th Street, Suite 1900 Miami, FL 33130	-	Vice President
Maria Paola Pazmino 175 SW 7 th Street, Suite 1900 Miami, FL 33130	-	Vice President and Secretary

ARTICLE VI STATUTORY RESTRICTIONS ON EARNINGS, DISTRIBUTIONS AND OPERATIONS

The Corporation will apply for tax exempt status pursuant to Section 501(c)(3) of the Code. In accordance therewith, no part of the net earnings of the Corporation shall

inure to the benefit of or be distributable to its members, trustees, officers, directors, or other private persons or entities, 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 III hereof. Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the 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 Code or the corresponding section of any future federal tax code.

ARTICLE VII DURATION AND CONTINUATION

The period of the Corporation's duration shall commence with the filing of these Articles of Incorporation with the Secretary of State, and shall continue perpetually, unless terminated in accordance with (a) the By-Laws of the Corporation then in effect, or (b) by operation of law if the Corporation shall be deemed insolvent by a court of competent jurisdiction.

ARTICLE VIII WINDING DOWN AND DISSOLUTION

(a) The operations of the Corporation may be wound down and its existence dissolved at any time pursuant to the By-Laws of the Corporation then in effect, or as directed in the order of a court of competent jurisdiction.

(b) Upon the dissolution of the Corporation, assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the 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 so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is located, exclusively for such purposes as such organization or such organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX REGISTERED AGENT

The name and street address of the Registered Agent for the Corporation is:

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TALLAHASSEE, FLORIDA


Richard Montes de Oca
175 SW 7th Street
Suite 1900
Miami, FL 33130

**ARTICLE X
INCORPORATOR**

The name and street address of the sole Incorporator of the Corporation is:


Richard Montes de Oca
175 SW 7th Street
Suite 1900
Miami, FL 33130

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 13th day of April, 2012.


Richard Montes de Oca, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as Registered Agent for WYNWOOD CHURCH, INC., to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of Chapter 617, Florida Statutes, and acknowledges that he is familiar with, and accepts, the obligations of such position this 13th day of April, 2012.


Richard Montes de Oca

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