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C.Lews 1-27-14

# PAUL R. ALFIERI, P.L. ATTORNEY AND COUNSELOR AT LAW

2401 W. CYPRESS CREEK ROAD FT. LAUDERDALE, FLORIDA 33309

PAUL R. ALFIERI, ESQ. Email: paul@alfierilaw.com TELEPHONE: (954) 315-4315 FACSIMILE: (954) 301-2622

January 15, 2014

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Reference: Movimiento Misionero Mundial Convention, Inc., a Florida Not for Profit Corporation - Filing of Restated Articles of Incorporation (including name change)

Dear Sir or Madam:

Enclosed are a fully executed original and one copy of the Restated Articles of Incorporation (including name change) and Certificate Designating Registered Agent for the above captioned corporation.

Also enclosed is a check in the amount of \$35.00 representing the applicable filing fee.

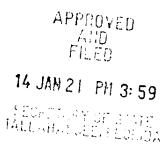
Please return a copy of the Restated Articles of Incorporation stamped "Filed" to my office at your earliest convenience.

Thank you for your help in this matter.

Sincerely,

Paul R. Alfieri, Esq.

PRA/ Encl.



# RESTATED ARTICLES OF INCORPORATION

OF

# MOVIMIENTO MISIONERO MUNDIAL CONVENTION, INC.

N1200000598D

Pursuant to the provisions of section 617.1007, Florida Statues, the undersigned Florida not for profit corporation adopts the following restated articles of incorporation.

# **ARTICLE ONE**

## NAME

The name of this corporation shall be Christian Pentecost Church of the Worldwide Missionary Movement - USA, Inc. (the "Corporation").

#### **ARTICLE TWO**

# ADDRESS OF PRINCIPAL OFFICE

The address of the initial principal office of the Corporation shall be 10210 NW 7<sup>th</sup> Avenue, Miami, Florida 33150.

# **ARTICLE THREE**

# **PURPOSES AND POWERS**

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the "Code", as an Association of Churches, including, but not limited to, the making of distributions to or on behalf of organizations which qualify as exempt organizations under section 501(c)(3) of the Code.

The Corporation shall have all the rights and powers customary and proper for tax-exempt not for profit corporations, including the powers specifically enumerated in section 617.0302 of the Florida Statutes as amended. The Corporation shall have the power to hold or administer property for the purposes stated in this Article Three, including the power to act as trustee.

Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Code or, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

## ARTICLE FOUR

# NONDISCRIMINATORY POLICY

This Corporation, including all of its educational programs and sponsored activities admits participants of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

# **ARTICLE FIVE**

## **DIRECTORS**

The board of directors shall be elected as provided for in the bylaws of the Corporation. The current directors and their address are as follows:

David Dante Vizcay 10210 NW 7<sup>th</sup> Avenue Miami, Florida 33150

Manuel Santiago 10210 NW 7<sup>th</sup> Avenue Miami, Florida 33150

Jose Samuel Cruz 10210 NW 7<sup>th</sup> Avenue Miami, Florida 33150

# **ARTICLE SIX**

# **OFFICERS**

The officers of the Corporation shall be elected as provided for in the bylaws of the Corporation. The current officers and their address are as follows:

President Arturo Hernandez Rocha

10210 NW 7<sup>th</sup> Avenue Miami, Florida 33150

Vice President David Obando

10210 NW 7<sup>th</sup> Avenue Miami, Florida 33150

Treasurer Luis Enrique Diaz

10210 NW 7<sup>th</sup> Avenue Miami, Florida 33150

Secretary Olga Cabrera

10210 NW 7<sup>th</sup> Avenue Miami, Florida 33150

# **ARTICLE SEVEN**

# **MEMBERS**

The Corporation shall have members as defined in the in the bylaws of the Corporation.

# **ARTICLE EIGHT**

## **TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

# **ARTICLE NINE**

# **BYLAWS**

The bylaws of the Corporation shall be prepared and adopted by the board of directors and may be amended, altered or rescinded as provided for in the bylaws of the Corporation.

# **ARTICLE TEN**

# REGISTERED AGENT

The registered agent upon whom service of process against this Corporation may be made is Paul R. Alfieri, P.L. The registered agent's office is located at 5143 NW 42 Terrace, Coconut Creek, Florida 33073.

# **ARTICLE ELEVEN**

## **EARNINGS AND ACTIVITIES**

The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 and objectives set forth in the articles of incorporation and bylaws of the Corporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 political office.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives set forth in the articles of incorporation and bylaws of the Corporation.

The Corporation is a member of a Pentecostal hierarchical church that is supervised and governed by Movimiento Misionero Mundial, Inc. (Worldwide Missionary Movement, Inc.), a Puerto Rico not for profit corporation (the "International Organization") through its national affiliates (each a "National

**Organization**"). The Corporation is the USA National Organization. The International Organization together with each National Organization and their member local churches are collectively referred to as the "Church". As a member of the Church, the Corporation has agreed to operate subject to and in accordance with the Doctrinal Statement, Mission Statement, Vision Statement, Religious Duties, Policies and Procedure of the Church as set forth in the Church's Book of Church Order, as amended from time to time.

## **ARTICLE TWELVE**

## DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, shall dispose of all the assets of the Corporation exclusively to the International Organization as long as it is in existence and qualifies as an exempt organization under section 501(c)(3) of the Code.

If the International Organization is not in existence at the time of the dissolution of the Corporation or shall no longer be an organization organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under section 501(c)(3) of the Code, then in that event, upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, shall dispose of all the assets of the Corporation exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the board of directors shall determine or shall be distributed to the federal government, or to a state or local government.

Any such assets not disposed 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 or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

# **ARTICLE THIRTEEN**

# **AMENDMENTS**

Amendments to the articles of incorporation shall be proposed and adopted by a two-thirds (2/3's) majority affirmative vote of the board of directors of the International Organization, currently in office, at any regular meeting; or special meeting called for that purpose, in which a quorum is present.

# **CERTIFICATE**

- 1. This restatement does not contain amendments to the articles of incorporation that require member approval.
- 2. The restated articles of incorporation as set forth above constitute all of the articles of incorporation of Movimiento Misionero Mundial Convention, Inc., as amended.
  - 3. The date of adoption of the amendments was the 🔼 day of December, 2013.
- 4. The amendments were adopted by the board of directors; and the number of votes cast for the amendments was sufficient for approval.

IN WITNESS WHEREOF we hereunto set our hands and seals, acknowledged and filed the foregoing restated articles of incorporation under the laws of the state of Florida, this (3) day of December, 2013. Arturo Hernandez Rocha, President Attested to by: CYNTHIA VELAZQUEZ Notary Public State of Michigan STATE OF MICHIGAN My Commission Expires 01-22-2017 COUNTY OF KEN HEREBY CERTIFY that on the and an experimental day of December, 2013, before me, the undersigned authority, personally appeared Arturo Hernandez Rocha as president, personally known to me and known to be the persons described in and who executed the foregoing instrument, or presenting  $D_{ij}$ as identification, and they severally acknowledge the execution of said instrument for the uses and purposes therein expressed. STATE OF NEW YORK

COUNTY OF Manhattan

I HEREBY CERTIFY that on the 31st day of December, 2013, before me, the undersigned authority, personally appeared Olga Cabrera as secretary, personally known to me and known to be the persons described in and who executed the foregoing instrument, or presenting 1 ver 1 ceuse as identification, and they severally acknowledge the execution of said instrument for the uses and purposes therein expressed.

Notary Public

**DILIP PARIKH** 

NOTARY PUBLIC, STATE OF NEW YORK NO. 01PA4817057

QUALIFIED IN NASSAU COUNTY NY

COMMISSION EXPIRES.....

APPROVED
AND
FILED

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# REGISTERED AGENT CERTIFICATE

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of section 48.091 and section 617.0501, Florida Statutes, the following is submitted in compliance with said statutes:

That the Christian Pentecost Church of the Worldwide Missionary Movement - USA, Inc., having been organized under the Florida Not For Profit Corporation Act, with its principal office, as indicated in the articles of incorporation at 10210 NW 7<sup>th</sup> Avenue, Miami, Florida 33150 has named Paul R. Alfieri, P.L. its registered agent; and 5143 NW 42 Terrace, Coconut Creek, Florida 33073 as the place where service of process may be served within this state.

That this designation has been duly approved by a resolution of the Corporation's board of directors as applicable under Florida Statute.

# **ACKNOWLEDGMENT**

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

Dated the 31 day of December, 2013.

Paul R. Alfieri, P.L. Registered Agent

Paul D Alfiari