

NH 20000008256

Division of Corporations

Page 1 of 1

Florida Department of State

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
MARC COOPER'S INTERNATIONAL MINISTRIES INC.

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1/4



August 24, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MARC COOPER'S INTERNATIONAL MINISTRIES INC.
REF: W12000044075

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please list the Officer/Directors and their complete addresses under the appropriate Article (i.e. Article VI, Section 5).

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The listing of Titles of Officers/Directors under the Incorporators' Article are unacceptable. Please list all Officers/Directors under their own Article Number.

If you have any further questions concerning your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

FAX Aud. #: H12000211947
Letter Number: 112A00021754

P.O BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
FOR
MARC COOPER'S INTERNATIONAL MINISTRIES,
INC.**

A NONPROFIT CORPORATION

ARTICLE I. NAME

The Name of the Corporation is:

**MARC COOPER'S INTERNATIONAL MINISTRIES,
INC.**

4110 N.W. 185TH STREET
MAIMI GARDENS, FLORIDA 33055-2843

ARTICLE II. AUTHORITY

This is a nonprofit corporation, organized exclusively for religious, charitable and educational purposes pursuant to the Florida Corporations Not for Profit Laws as set forth in Chapter 617 of the Florida Statutes.

ARTICLE III. PURPOSES

The corporation is organized exclusively as a ministry for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including leading people into a growing relationship with Jesus Christ and the making of distribution to organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). Such purposes of the Corporation shall include the following:

(a). To own, maintain, and operate a ministry founded in biblical principles as outlined in the Ministry of Jesus Christ, and to provide through such an organization, the opportunity for members to develop and grow in relationship with Jesus Christ through sound biblical teachings and application of faith in the Word of God, to strengthen the family by actively engaging them in program, services and activities designed to foster relationships, and to encourage growth as well as maturity in the body of Christ.

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(b). To evangelize, spread the Gospel and Lift up the name of Jesus Christ through conferences, crusades, missions, outreach, and structured worship services and to maintain missionary activities in the United States and any foreign country.

(c). To preach, teach, and proclaim the Word of God, to profess the holy scriptures, to observe holy ordinances and perform sacerdotal functions as set forth in the Word of God.

(b). To uproot the burdens and cares that hold individuals captive and challenge them to reach their maximum potential in Jesus Christ. This will enable individuals to open their hearts to God, making them fallow ground for planting the right seed, the seed of Jesus Christ.

ARTICLE IV. DURATION AND CORPORATE NATURE

The corporation shall have perpetual duration. The corporation is organized under a non-stock basis.

ARTICLE V. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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 set forth in Article III hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be to influence legislation.

Section 3. No Political Campaigning. The corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Section 4. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any 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 of 1986, or the corresponding provision of any future United States' laws or,

(b). By a corporation, contributions to which are deductible under Section 179(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States' laws.

ARTICLE VI. MANAGEMENT OF CORPORALS AFFAIRS

Section 1. Number. The Board of Directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the Constitution or By-Laws of the corporation as amended from time to time.

Section 2. Powers. The Board of Directors shall govern the corporation and, even though designated as "Directors," shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to amend the Articles of Incorporation and the power to adopt and amend the Constitution or By-Laws and other corporate governing documents by a majority vote (unless a larger than majority vote is required herein or in the Constitution or By-Laws), in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida or the laws of the United States; provided, however, that such rights and powers shall include the right to transfer and relinquish all, or part of, these rights and powers to any governing Board or Body that might be established by the Director(s) in the initial Constitution or By-Laws adopted by the Director's.

Section 3. Term. The term of each member of the Board of Director's shall be as established in the Constitution or By-Laws.

Section 4. Election. Unless the Constitution or By-Laws provide differently (in which case such Constitution or By-Laws shall control), Director shall be elected by the remaining Director's by a majority vote upon the expiration of a Director's term or a vacancy for any reason (including positions created by an increase in the number of Directors). If the Board of Director is unable to select a successor Director (s), such successor(s) shall be appointed by the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located.

Section 5. Initial Directors. The initial Board of Directors shall consist of three (3) members, whose names and addresses are set forth below.

Section 6. Limitation of Liability. No Director shall have any personal liability to the corporation for monetary damages for breach of duty of care or other duty as a Director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a Director for (a) any appropriation, in violation of his duties, of any business opportunity of the corporation; (b) acts or omissions which involve intentional misconduct or knowing violation of law; or (c) any transaction from which the Director derived an improper personal benefit.

ARTICLE VII. POWERS-

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax-exempt nonprofit corporations, including the powers specifically enumerated in Section 617 of the Florida Code.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b) (1) (A) and 170(c) (2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 3. Charitable Directorship Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as Director.

Section 4. Amendments. Amendments to these Articles of Incorporation may be adopted by a two-thirds (2/3) majority vote of the Board of Directors in the manner set forth in the Bylaws of this Corporation.

ARTICLE VIII. DISSOLUTION

Section 1. Dissolution. The Board of Directors (unless this power has been transferred by the Constitution or By-Laws) may cease corporate activities and dissolve and liquidate the corporation, by a two-thirds vote.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation exclusively for the purposes stated in Article III hereof in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an

exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), as the Board of Directors shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

Section 1. Office. The initial registered office of the corporation shall be at 4110 N.W. 185th Street, Florida 33055.

Section 2. Agent. The initial registered agent of the corporation at-such address shall be: Pastor Marc Cooper.

ARTICLE X. INCORPORATOR(S)

Section 1. Officers. The name and address of the officers, who are citizens of the United States, are:

Pastor Marc Cooper,
President/Chairman of Board of Directors
4110 N.W. 185th Street
Miami Gardens, Florida 33055

Tina Jackson
Secretary/Director
3800 N.W. 199TH Street
Miami Gardens, Florida 33055

Eugene Porter, Jr.
Treasurer/Director
9 Bahia Place Loop
Ocala, Florida 34472

Be it known, that the officers acknowledge their position of trust and integrity as witness pursuant to the following signature affixed to these articles of incorporation.

ARTICLE XI-INCORPORATOR

IN WITNESS WHEREOF, the undersigned for and representative of the incorporator has executed these Articles of Incorporation, pursuant to Florida Code Section 617.

Pastor Marc Cooper

Pastor Marc Cooper
Incorporator
August 22, 2012

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF CHAPTER OF STATE OF FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.

1. The name of the Corporation is

MARC COOPER'S INTERNATIONAL MINISTRIES, INC

2. The name and address of the registered agent and office is:

**MARC COOPER
4110 N.W. 185TH STREET
MIAMI GARDENS, FLORIDA 33055-2843**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENTS
AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS
REGISTERED AGENT.

REGISTERED AGENT

Pastor Marc Cooper

**Pastor Marc Cooper
August 22, 2012**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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