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FLORIDA PROFIT/NON PROFIT CORPORATION

Inter-America's Chaplains Association, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
INTER-AMERICA'S CHAPLAINS ASSOCIATION, INC.  
a Florida not-for-profit corporation**

The undersigned citizen of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, certifies and acknowledges the following:

**ARTICLE I  
NAME AND ADDRESS**

The name of this Corporation shall be: **Inter-America's Chaplains Association, Inc.**, hereinafter called "Corporation." The principal office of the Corporation is located at 5001 Southwest 20<sup>th</sup> Street, Apt. 1902, Ocala, Florida 34474, and the mailing address is 5001 Southwest 20<sup>th</sup> Street, Apt. 1902, Ocala, Florida 34474.

**ARTICLE II  
CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III  
CORPORATE PURPOSES**

The Corporation shall be a nonprofit corporation formed and operated within the meaning of Section 501(c)(3) of the Internal Revenue Code, which purposes shall include:

- To provide the Christian community, professional certification, professional education and supportive fellowship to chaplains involved in the ministry of healing, sustaining, reconciling and guiding God's people with Godly love.
- We are an inter-denominational Christian organization made up of members that believes in the Holy Trinity: God the Father, God the Son and God The Holy Spirit.
- We are an organization that holds the Bible as the true word of the Lord our God.
- We are an organization that assists in the starting of chaplaincy programs.
- We are an organization that strengthens existing chaplaincy programs.
- We are an organization that encourages and fosters networking between chaplains.
- We are an organization that has a world-vision for chaplaincy.

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- We investigate all claims and accusations of wrong doing by a chaplain and we reserve the right at any time and for any reason to revoke or suspend the membership of any chaplain.
- We are united together to constantly renew our commitment to a deeper understanding of serving those in need.
- To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies;
- All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law;
- To take and hold, for any of said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law or in the instrument under which received; to buy, sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any of said purposes; and
- In general, to exercise any and all powers which a corporation not for profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise.

The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170.2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

During any period that the Corporation may be found to be a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a); (2) not engage or be involved in any act of self-dealing, as defined in Section 4941(d), so as to give rise to any liability for the tax imposed by Section 4941(a); (3) not retain any excess business holdings as defined in Section 4943(c), so as to give rise to any liability for the tax imposed by Section 4943(a); (4) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section

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4944(a); and (5) not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a). Unless otherwise indicated, as used in this Article III and hereinafter, all section references are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

#### **ARTICLE IV** **CORPORATE POWERS**

The Corporation shall have and exercise all the powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt provisions as provided in Article III above.

#### **ARTICLE V** **BYLAWS**

The Bylaws of the Corporation shall be adopted, altered, amended, or repealed by the affirmative vote of at least a majority of the members of the Board of Directors present at any regular or special meeting, provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such adoption, alteration, amendment or repeal at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

#### **ARTICLE VI** **CAPITAL STOCK**

The Corporation shall not have capital stock.

#### **ARTICLE VII** **MEMBERS**

The Corporation shall have no voting members. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation.

#### **ARTICLE VIII** **BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws, but shall consist of not fewer than one (1). Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit. The initial Board of Directors, as set forth below, shall hold office for such terms as provided in the Bylaws of the Corporation and until their

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successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

President/CEO	Reverend Edwin Quintana
Chairman	Reverend Edwin Quintana
Secretary/Treasurer	Reverend Edwin Quintana

Nora Quintana

#### **ARTICLE IX** **AMENDMENTS**

These Articles of Incorporation may be amended by the affirmative vote of at least a majority of the members of the Board of Directors present at any regular or special meeting, provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

#### **ARTICLE X** **DISSOLUTION**

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to New Directions Family Worship Center, Inc., a Florida non-profit corporation, or its successor in interest, to be used exclusively for the purposes set forth in Article III above. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or Corporation not described in the preceding sentence.

#### **ARTICLE XI** **INCORPORATOR**

The name and street address of the Incorporator of the Corporation is Edwin Quintana, 5001 Southwest 20<sup>th</sup> Street, Apt. 1902, Ocala, Florida 34474.

#### **ARTICLE XII** **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Registered Office of the Corporation is 4 S.E. Broadway Street, Ocala, Florida 34471, and the name of the Registered Agent is Jose H. Cortes, Jr.

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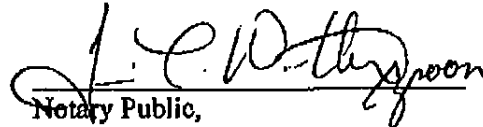
IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation of Inter-America's Chaplains Association, Inc., on this 3<sup>rd</sup> day of September, 2013.



Edwin Quintana

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of September, 2013, by Edwin Quintana.



Notary Public,  
State of Florida at Large

My Commission Expires:



Official Notary Seal  
Terri L. Witherspoon  
Notary Public, State of Florida  
Comm. No. DD989115  
My Comm. Expires April 14, 2014

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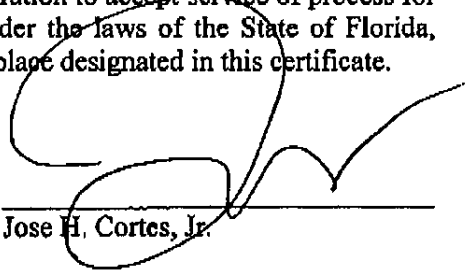
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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Jose H. Cortes, Jr., whose address is 4 Southeast Broadway Street, Ocala, Florida 34471, the initial registered agent named in the Articles of Incorporation to accept service of process for Inter-America's Chaplains Association, Inc. organized under the laws of the State of Florida, hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 3<sup>rd</sup> day of September, 2013.

  
\_\_\_\_\_  
Jose H. Cortes, Jr.

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