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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*K* 06/05/14

Gospel Assembly of Latter Rain, Inc.  
2145 Fairmont Lane  
Naples FL 34120

TEL: 239-465-8080

FAX: 954-839-6560

Date: 5/24/2014

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314  
(850) 487-6052

RE: ARTICLES OF INCORPORATION OF Gospel Assembly of Latter Rain, Inc.

Dear Sirs/Madam:

Pursuant to the provisions of the "Florida Not For Profit Corporation Act" Chapter 617, Florida statutes, please find enclosed two (2) originals of the Articles of Incorporation of Gospel Assembly of Latter Rain, Inc., a Not For Profit corporation, for filing purposes. Also enclosed is a check for \$ 70.00 to cover filing fees.

Please send a file stamped copy of the Articles of Incorporation to

Gospel Assembly of Latter Rain, Inc.  
Dieujuste Dalusma  
2145 Fairmont Lane  
Naples FL 34120

Thank you for your prompt attention.

**PLEASE ATTACH \$70.00 CHECK HERE**

Respectfully,

Dieujuste Dalusma

**ARTICLES OF INCORPORATION  
OF  
Gospel Assembly of Latter Rain, Inc.  
A NON-PROFIT CORPORATION**

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be:

Gospel Assembly of Latter Rain, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of this corporation is 2145 Fairmont Lane, Naples FL 34120 , and the mailing address is the same.

**ARTICLE III - PURPOSE OF THE CORPORATION**

Said organization 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 corresponding section of any future federal tax code. The specific Purpose(s) are: The specific objectives and purposes of the organization shall be to live and spread the established, historic, Biblical Christian faith (Matthew 22:37-39, 28:19-20) in accordance with the policies and guidelines of the Board of Directors. Further, it is the express purpose of this organization to minister the Word of God to the faithful (Acts 6:4) to conduct regular services through various forms of ministries, and to promote and encourage those that are in need through the various ministries of the organization (I Thessalonians 5:11, James 1:27); to cooperate with other organizations and institutions in ministering God's Word (I Corinthians 1:10; Ephesians 4:4) to spread the Gospel of Jesus Christ by ministering through seminars, media, literature, and other forms of communication (Romans 10:15; 1 Corinthians 9:12, 18-19); and to do any and all other things and activities which will serve to promote the Gospel of Jesus Christ under the direction of the Holy Spirit, and in accordance with the provisions set forth in the Scriptures, the Holy Bible (2 Timothy 3:16-17, 2 Peter 1:20-21).

**ARTICLE IV - DIRECTORS**

The number of initial directors of this corporation is 3. Their names and address are as follows:

Dieujuste Dalusma  
2145 Fairmont Lane  
Naples FL 34120

Kenel Joesph  
854 Sea Urchin Circle  
Fort Myers FL 33913

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Medilhomme Ceus  
971 21st SW  
Naples FL 34117

#### **ARTICLE V - MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is stated in the by-laws

#### **ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the registered agent of this corporation are:

Dieujuste Dalusma  
2145 Fairmont Lane  
Naples FL 34120

#### **ARTICLE VII - INCORPORATOR**

The name(s) and address(es) of the incorporator(s) of this corporation is (are):

Dieujuste Dalusma  
2145 Fairmont Lane  
Naples FL 34120

#### **ARTICLE VIII - TERM OF EXISTENCE**

The period of duration of this corporation is perpetual.

#### **ARTICLE IX - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the corporation.

#### **ARTICLE X - VOTING RIGHTS**

Members of the corporation will have such voting rights as are provided in the By Laws of the Corporation

#### **ARTICLE XI - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

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#### **ARTICLE XII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE XIII - 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 country in which the principal office of the organization is then 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 or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XIV - LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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 public office.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

#### **ARTICLE XV - PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

#### **ARTICLE XVI - COMPENSATION RESTRICTION**

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

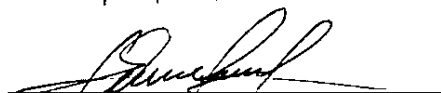
#### **ARTICLE XVII - PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to

tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.


The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 5/24/2014

  
Dieujeste Dalusma, Incorporator

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 appointment 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 obligations of my position as registered agent.

Dated: 5/24/2014

  
Dieujeste Dalusma, Registered Agent

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TALLAHASSEE, FLORIDA

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(Address)

(Address)

(City/State/Zip/Phone #)

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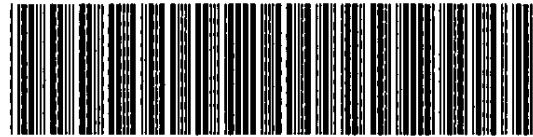
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*K* 06/05/14

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** **ALL MY KIDS PEDIATRICS**

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

**ALEX MARRERO**

Contact Person

**DAVENPORT | MARRERO**

Firm/Company

**7324 SPRING HILL ROAD**

Address

**JACKSONVILLE, FL 32244**

City, State and Zip Code

**AMARRERO@DAVENPORTPA.NET**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**ALEX MARRERO**

Name of Contact Person

at ( **904** ) **234-6059**

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$105.00 Filing Fees

☐ \$113.75 Filing Fees  
and Certificate of  
Status

☐ \$113.75 Filing Fees  
and Certified Copy

☐ \$122.50 Filing Fees,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

New Filings Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filings Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

ALL MY KIDS PEDIATRICS LLC (C10-53455)

Enter Name of Other Business Entity

2. The "Other Business Entity" is a LIMITED LIABILITY COMPANY  
(Enter entity type. Example: limited liability company, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of FLORIDA  
(Enter state, or if a non-U.S. entity, the name of the country)

on MAY 22, 2010 ✓  
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

ALL MY KIDS PEDIATRICS, INC

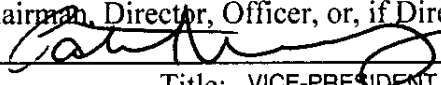
Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

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Signed this 13 day of MAY, 2014.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: 

Printed Name: PATRICK MURRAY Title: VICE-PRESIDENT

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: 

Printed Name: DR. MARIELY MOLARES-MURRAY Title: PRESIDENT

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of **ALL** General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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**ARTICLES OF INCORPORATION**  
**In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)**

**ARTICLE I      NAME**

The name of the corporation shall be: ALL MY KIDS PEDIATRICS, INC

**ARTICLE II      PRINCIPAL OFFICE**

The principal place of business/mailing address is:

Principal street address  
515 NORTH PARK AVENUE

STE 106

APOPKA, FL 32712

Mailing address, if different is:

**ARTICLE III      PURPOSE**

The purpose for which the corporation is organized is:

TO PROVIDE MEDICAL CARE TO PATIENTS

**ARTICLE IV      SHARES**

The number of shares of stock is:

1000

**ARTICLE V      INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: DR. MARIELY MORALES-MURRAY (PRESIDENT)

Address: 11850 SHELTERING PINE DR.  
ORLANDO, FL 32836

Name and Title: MR. PATRICK MURRAY (VICE-PRESIDENT)

Address: 11850 SHELTERING PINE DR.  
ORLANDO, FL 32836

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

**ARTICLE VI      REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: DAVENPORT MARRERO P.A.

Address: 7324 SPRING HILL ROAD  
JACKSONVILLE, FL 32244

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**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

Name: MR. ALEX MARRERO  
Address: 7324 SPRING HILL ROAD  
JACKSONVILLE, FL 32244

\*\*\*\*\*


*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
\_\_\_\_\_  
Required Signature/Registered Agent

05/13/2014

\_\_\_\_\_  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
\_\_\_\_\_  
Required Signature/Incorporator

05/13/2014

\_\_\_\_\_  
Date

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