

N/500001232

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

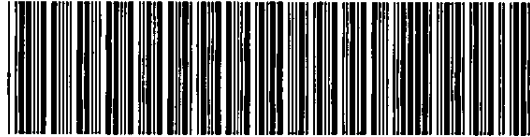
(Document Number)

Certified Copies

Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



600268693826

01/28/15--01017--007 **78.75

FILED
15 JAN 28 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB - 5 2015
S. GILBERT

ASIATICO & ASSOCIATES PLLC



January 26, 2015

Karin M. Signer, Legal Assistant
direct | 214.217.5367
direct fax | 214.217.5368
karin@baalegal.com

Via Priority Mail #9405 9036 9930 0346 5040 23

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: *Articles of Incorporation of Church of God Orlando, Inc.*
(A Florida Nonprofit Corporation)**

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the *Articles of Incorporation of Church of God Orlando, Inc.* (a Florida Nonprofit Corporation), which we would appreciate you filing. Please return a certified copy of this document to us in the self-addressed, prepaid envelope provided for your convenience. Also enclosed is our check in the amount of \$78.75 to cover the fees for this filing.

In case you have any questions or require additional information, please give us a call. Thank you for your prompt attention to this matter.

Sincerely,



Karin M. Signer
Legal Assistant

/kms
Enclosures

**ARTICLES OF INCORPORATION
OF
CHURCH OF GOD ORLANDO, INC.
A Florida 501(c)(3) Nonprofit Corporation**

FILED
15 JAN 28 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator submits the following Articles of Incorporation for CHURCH OF GOD ORLANDO, INC. (the "Corporation") under the Florida Not For Profit Corporation Act (the "Act"):

**ARTICLE 1
NAME**

The name of the Corporation is Church of God Orlando, Inc. The Corporation shall have the right to operate under any number of appropriately applied for assumed names.

**ARTICLE 2
PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 17150 Royal Palm Boulevard, Suite 4, Weston, Florida 33326.

**ARTICLE 3
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 4
PURPOSES**

The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of the Corporation are:

- (a) To advance the Christian religion.

- (b) To provide relief to the poor, the distressed, and the underprivileged by engaging in or supporting activities to create jobs, promote educational, and vocational training, career development, eliminate blight, and promote the protection and advancement of human rights, both in the United States and worldwide.
- (c) To lessen the burdens of government, lessen neighborhood tension, eliminate prejudice, eliminate discrimination, and combat community deterioration.
- (d) To freely exercise its own ministry; confer religious commands; designate pastoral assignments; and communicate and maintain relationships, whether nationally or abroad, with its supporters and its own organizations.
- (e) To establish its own hierarchy; designate the ministers it has freely chosen through its particular form of association and permanence, pursuant to its internal rules.
- (f) To independently have and direct its own institutes of theological formation and studies, in which candidates to the religious ministry deemed ideal by the ecclesiastic authorities may be received, but only those who have received the Divine calling from the Holy Spirit for such purpose.
- (g) To promote, encourage, and foster any other similar religious, charitable, and educational activities and to make distributions to organizations that qualify as exempt organizations under section 501(c)(3).
- (h) To collect and disburse any and all necessary funds for the maintenance of the Corporation in the accomplishment of its purposes within the State of Florida and elsewhere.
- (i) To accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation.
- (j) To exercise all rights and powers conferred upon nonprofit corporations by the laws of the State of Florida and section 501(c)(3) without the necessity of authorization or approval of any individual or entity, except as provided in these Articles of Incorporation and the Corporation's Bylaws and any amendments, restatements, or revisions thereto.
- (k) To do any and all other lawful acts and things that may be necessary, useful, suitable, or proper for the furtherance and accomplishment of the purposes of the Corporation.

ARTICLE 5

BOARD OF DIRECTORS

Plenary power to manage and govern the affairs of the Corporation shall be vested in the Board of Directors. The qualifications, duties, terms, and other matters relating to the

Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

The number of members on the Board of Directors shall not be less than three (3). The number of members on the Board of Directors may be increased or decreased, by amending these Articles of Incorporation, or by amending the Bylaws, either of which shall have the same force and effect. Members of the Board of Directors shall be natural persons; but need not be residents of Florida.

The names and street addresses of the members of the Board of Directors are:

1. Dr. Maria Luisa Piraquive
P.O. Box 268268
Weston, FL 33326
2. Perla Moreno
P.O. Box 268268
Weston, FL 33326
3. Patricia Garcia
P.O. Box 268268
Weston, FL 33326
4. Shirley Ruiz
P.O. Box 268268
Weston, FL 33326

All future members of the Board of Directors will be appointed in the manner prescribed in the Bylaws.

ARTICLE 6 **MEMBERS**

The Corporation shall have no members with voting rights, other than the members of the Board of Directors. The Bylaws of the Corporation may allow for membership in the church congregation.

ARTICLE 7 **POWERS**

Except as otherwise provided in these Articles of Incorporation, and in order to carry out the above-stated purposes, the Corporation shall have all of the powers provided in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

ARTICLE 8
RESTRICTIONS, REQUIREMENTS, AND LIMITATIONS

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- (a) The Corporation shall not pay dividends, other corporate income, or other benefits to its members of the Board of Directors or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles of Incorporation. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under section 170(c)(2) of the Internal Revenue Code and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:
1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
 2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
 3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
 4. Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
 5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.

6. Distribute its assets on dissolution other than for one or more exempt purposes.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes.
9. Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's charitable purposes or if the gift or grant would require serving a private as opposed to a public interest.

- (b) In the event this Corporation is in any one year a "private foundation" as defined by section 509(a) of the Internal Revenue Code, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under section 4942 of the Internal Revenue Code; and further shall be prohibited from: (i) any act of "self-dealing" as defined in section 4941(d) of the Internal Revenue Code; (ii) retaining any "excess business holdings" as defined by section 4943(c) of the Internal Revenue Code; (iii) making any investments in such manner as to subject the foundation to taxation under section 4944 of the Internal Revenue Code; or (iv) making a taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE 9

INTEGRATED AUXILIARIES

The Corporation is authorized to cover an unlimited number of integrated auxiliaries. The Corporation shall have the power to elect and replace a minimum of one (1) director of each covered integrated auxiliary.

ARTICLE 10

DISSOLUTION

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to Iglesia de Dios Ministerial de Jesucristo Internacional, Inc., a Florida 501(c)(3) nonprofit religious corporation, so long as such remains a 501(c)(3) nonprofit religious corporation organized and operated exclusively for religious and charitable purposes that is exempt from taxes under section 501(c)(3) of the Internal Revenue Code and within the meaning of any applicable Florida tax code; or shall distribute 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 appropriate jurisdiction in which the principal office of the Corporation is then located exclusively

for such purposes or to such organization, as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 11
LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE 12
CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time.

ARTICLE 13
AMENDMENT

These Articles of Incorporation may not be amended in any way without the approval of a majority of the Board of Directors at any annual or regular meeting or a special meeting called for such purpose.

ARTICLE 14
REGISTERED OFFICE AND AGENT

The name of the registered agent of the Corporation is Shirley Ruiz, whose location and municipal address is 17150 Royal Palm Boulevard, Suite 4, Weston, Florida 33326, which is also the registered office address. The Board of Directors may change the registered agent and registered office at its discretion.

ARTICLE 15
INCORPORATOR

The name and address of the incorporator is Katari Buck, whose address is 2201 N. Central Expressway, Suite 225, Richardson, Texas 75080.

ARTICLE 16
INDEMNIFICATION

Except as may be defined and limited by the Bylaws, the Corporation may, but is not required to indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director, officer,

attorney, CPA, accountant, consultant, or other person related to the Corporation. The Corporation may provide a trust fund, insurance, or other arrangement to satisfy this article.

ARTICLE 17
ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a unanimous vote of directors, if all members of the Board consent in writing to the action. Such consent may be given individually or collectively.

ARTICLE 18
EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the Secretary of State of Florida.

REGISTERED AGENT SIGNATURE

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 its registered agent and agree to act in this capacity.



Shirley Ruiz

1/23/2015

Date

CERTIFICATION

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.



Katari Buck, Incorporator

1/26/2015

Date