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FLORIDA PROFIT/NON PROFIT CORPORATION  
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SEVENTH-DAY A

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**ARTICLES OF INCORPORATION OF THE INTER-AMERICAN DIVISION CORPORATION OF SEVENTH-DAY ADVENTIST CHURCH, INC.**

VOTED, To adopt the "Articles of Incorporation of the Inter-American Division Corporation of Seventh-day Adventists Church, Inc." as follows:

**ARTICLES OF INCORPORATION OF INTER-AMERICAN DIVISION CORPORATION OF SEVENTH-DAY ADVENTIST CHURCH, INC. A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as Incorporator of a Not for Profit Corporation pursuant to Chapter 617, Florida Statutes, and Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (the "Code"), hereby adopts the following Articles of Incorporation.

Article 1 - Name

The name of the Corporation shall be Inter-American Division Corporation of Seventh-day Adventists Church, Inc.

Article II - Term of Existence

This Corporation is to exist perpetually but subject to the provisions provided for dissolution of same.

Article III - Commencement of Existence

This Corporation shall be deemed to commence its existence on the date of filing of same.

Article IV - Purpose

This Corporation is formed to coordinate the religious activities and mission of the Seventh-day Adventist Church within the territories and organizations listed below

A. Diffusing moral and religious knowledge in accordance with the biblical principles and interpretations espoused and held by the Seventh-day Adventist Church throughout the entire world by means of churches, organizations, publishing houses, medical or health institutions, educational institutions, publications, missionary agencies and all other instrumentalities and methods appropriate and available for and tending to the advancement of such ends and aims;

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B. Proclaim the everlasting gospel in light of the Three Angels' Message of Revelation 14:6-12 to every nation, kindred, tongue and people leading them to accept Jesus as their personal Savior in preparation for His soon return;

C. Worship God through every act and deed teaching His Commandments as they appear in Exodus 20:1-17;

D. Coordinate the following subsidiary organizations and territories and any subsequently adopted subsidiary organizations and territories:

<u>Union</u>	<u>Name of Incorporation</u>
Atlantic Caribbean Union	Atlantic Caribbean Union of Seventh-day Adventists Incorporation
Belize Union of Churches	Belize Union of Seventh-day Adventists
Caribbean Union Conference	Caribbean Union Conference of Seventh-day Adventists in Trinidad and Tobago
Union Dominicana	Union Asociación Dominicana de los Adventistas del Séptimo Día
Dutch Caribbean Union	Dutch Caribbean Union of the Seventh Day Adventist Church.
Union Venezolana Oriental	Union Venezolana Oriental de los Adventistas del Séptimo Día
Union Salvadoreña	Union Misión Salvadoreña de los Adventistas del Séptimo Día
French Antilles and Guyana Union	Union Des Antilles Et Guyane Francaises Des Adventistes Du Septieme Jour
Union Guatemalteca	Union Centroamericana del Norte de los Adventistas del Séptimo Día
Haitian Union	Mission Des Adventistes Du Septieme Jour D'Haiti
Union Hondureña	Union de Honduras de los Adventistas del Séptimo Día
Jamaica Union Conference	West Indies Union Conference (Jamaica) Corporation of Seventh-day Adventists Limited

Union Colombiana del Norte	Iglesia Adventista del Séptimo Día de Colombia, Union Colombia del Norte
Union Puertorriqueña	Union Puertorriqueña de los Adventistas del Séptimo Día, Inc.
Union Panameña	Unión Asociación Panameña de los Adventistas del Séptimo Día, Inc.
Union Centroamericana del Sur	Union Centroamericana de los Adventistas del Séptimo Día
Union Colombiana del Sur	Iglesia Adventista del Séptimo Día de Colombia, Union Colombiana del Sur
Union Venezolana del Oeste	Iglesia Union Venezolana Antillana de los Adventistas del Séptimo Día
Iglesia Adventista del Séptimo Día Union del Norte A.R.	Iglesia Adventista del Séptimo Día, A.R.
Iglesia Adventista del Séptimo Día Union Central A.R.	
Iglesia Adventista del Séptimo Día Union Interoceánica A.R.	
Iglesia Adventista del Séptimo Día Union de Chiapas A.R.	
Iglesia Adventista del Séptimo Día Union de Sureste A.R.	

E. Interact with all subsidiary organizations and territories, and any subsequently adopted subsidiary organizations and territories, executing all transfers, subsidies, exchanges and matters of monetary or economic assistance.

F. Use, govern, distribute and regulate all tithes and offerings received from any and all subsidiary organizations and territories;

G. Receive loans, gifts, deposits of money, have the power to issue notes, to grant annuities, make loans, acquire, possess and hold title to real, personal and mixed

property and estates within the United States of America or foreign countries, either in trust or otherwise, by gift, bequest or devise;

H. Purchase, lease, manage real and personal property, wherever situated and have power to pledge, encumber, sell and convey the same by such mortgages or other instruments of security or conveyance as may be suitable.

I. Notwithstanding anything in this Article IV or these Articles to the contrary: (a) it is expressly declared that this Corporation is not for profit or gain but that all its property and effects must be used and expended in carrying into effect the aims, ends and objects of its existence as specified in this Article IV; (b) this Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and all funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes and (c) this Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

#### Article V - Board of Trustees

The Corporation shall have no members. The powers of the Corporation shall be exercised, its property controlled and its affairs conducted by a Board of Trustees who shall be elected, shall serve and shall be removed in accordance with the By-laws of the Corporation which Board shall be composed of not less than three (3) members (each a "Trustee") provided that the number may be increased as provided in the Bylaws. The number, qualifications for, and other matters relating to its Board of Trustees shall be as set forth in the By-Laws of the Corporation

#### Article VI - Officers

The Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, any additional Assistant Secretaries or Treasurers and such other Officers as may be provided in the Bylaws. A person may hold more than one office at one time.

The name and address of the persons who shall serve as the initial Officers of the Corporation until the first meeting of the Board of Trustees shall be : President, Israel Leito, 8100 SW 117 Ave., Miami, Fl. 33183, Treasurer, Filiberto Verduzco, , 8100 SW 117 Ave., Miami, Fl. 33183, and Secretary, Elie Henry, 8100 SW 117 Ave., Miami, Fl. 33183.

#### Article VII - Bylaws

The Board of Trustees shall provide the By-laws for the conduct of the Corporation's affairs and carrying on of its purposes. Upon proper notice, the By-laws may be amended, altered or rescinded as therein provided.

#### Article VIII-Trustee and Officer Liability

No Trustee or officer of the Corporation shall be liable to the Corporation for money damages except (1) to the extent that it is proved that such Trustee or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profiting money, property or services, for the amount of the benefit or profit in money, property or services actually received or (2) to the extent that a judgment or other final adjudication adverse to such Trustee or officer is entered in a proceeding based on a finding in the proceeding that such Trustee's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding. No Trustee or officer of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the Board of Trustee, any officer, or any Trustee be subject to the payment of the debts or obligations of this Corporation.

#### Article IX-Indemnification

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, solely because he or she is or was acting in his or her official capacity as a member, Trustee, officer, employee, or agent of the Corporation against expenses (including reasonable attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful

#### Article X-Amendments

The Board of Trustees of the Corporation at a regular or specially called session of the Inter-American Division of Seventh-day Adventists, or the duly elected members of the Executive Committee of the Inter-American Division at its Year-end Meeting or a meeting called for the purpose of amending the Articles of Incorporation, a quorum being present in either case, may amend these Articles by a two-thirds vote

#### Article XI - Dissolution

The Corporation may be dissolved pursuant to the provisions of the By-laws. No person, firm or Corporation shall ever receive any dividends or profits from the

undertaking of this Corporation and upon dissolution of this Corporation all its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to General Conference Corporation of Seventh-day Adventists provided said entity qualifies for exemption under Section 501 (c) (3) of the Code and none of the assets will be distributed to any Trustee or officer of this Corporation. In the event the General Conference Corporation of Seventh-day Adventists has ceased to qualify for exemption under Section 501 (c) (3) of the Code, the Board of Trustees will determine an alternate entity to receive the distribution provided that said entity qualifies under Section 501 (c) (3) of the Code. In no event shall a disposition or distribution be made which would not qualify as, a charitable contribution under Section 170(c)(1) or (2) of the Code, in such manner as the Board of Trustees shall determine

#### Article XII - Limitation on Activities

No part of the net earnings of the Corporation shall inure to the benefit of, (incidentally or otherwise) or be distributable to, (incidentally or otherwise), its Trustees, 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 nonprofit purposes of the Corporation as set forth in Article IV of these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or any initiative or referendum before the public, 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 public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

#### Article XIII - Initial Registered Office and Agent

The initial principal office of the Corporation shall be: 8100 SW 117 Ave., Miami, Fl 33183 and the name and address of the initial Registered Agent shall be: Jesus Uriarte, Esq., 7270 NW 12 St., Suite 600, Miami, Fl 33126.

#### Article XIV - Incorporator

The name and address of the Incorporator of this Corporation shall be: Israel Leito, 8100 SW 117 Ave., Miami, Fl 33183.





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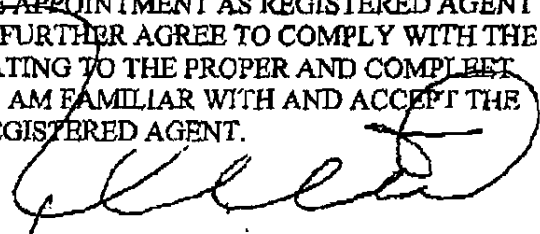
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the 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

First, that INTER-AMERICAN DIVISION OF SEVENTH DAY ADVENTISTS CHURCH, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in this Articles of Incorporation has named Jesus Uriarte, Esq., located at 7270 NW 12 St., Suite 600, Miami, Fl. 33126 as it agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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.



Jesus Uriarte  
Registered Agent

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