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Amended
Restated

JUN 26 2020

I ALBRITTON

LAW OFFICES OF

Jesus Uriarte

7270 N.W. 12th Street, Suite 600

Miami, Florida 33126

Phone (305) 441-2220 • Telefax (305) 441-1115

June 24, 2020

Department of State
Division of Corporations
Amendment Section
2415 N. Monroe St.
Suite 810
Tallahassee, Fl. 32301

RE: Amended Articles of Incorporation
Inter-American Division Corporation of
Seventh Day Adventists Church, Inc.

Dear Sir/Madam:

Please be advised that the undersigned represents Inter-American Division Corporation of Seventh Day Adventists Church, Inc.

We recently submitted Amended Articles of Incorporation which were sent back to my office for a correction. Attached please find your letter, copy of page 1 of the Amended Articles showing the correction for your convenience and the Amended Articles.

Please let me know if you need anything else in this matter.

Yours truly,



JESUS URIARTE, ESQ.

JU/ba



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 16, 2020

JESUS URIARTE, ESQ.
7270 NW 12TH STREET
STE. 600
MIAMI, FL 33126

SUBJECT: INTER-AMERICAN DIVISION CORPORATION OF SEVENTH-DAY
ADVENTISTS CHURCH, INC.
Ref. Number: N16000005698

We have received your document for INTER-AMERICAN DIVISION CORPORATION OF SEVENTH-DAY ADVENTISTS CHURCH, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 720A00011808

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AMENDED ARTICLES OF INCORPORATION OF THE INTER-AMERICAN DIVISION
CORPORATION OF SEVENTH-DAY ADVENTISTS CHURCH, INC.

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

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

The undersigned, acting as Trustee and President of
Inter-American Division Corporation of Seventh-day Adventists
Church, Inc., 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 Amended Articles of
Incorporation which Amended Articles were approved on 5/7/2020
by the Members and the votes cast for amendment were sufficient
for approval.

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 and generally
supervise the religious activities and mission of the Seventh-
day Adventist denomination within the territories and
organizations listed below, including its local churches,
schools, hospitals, agencies and other institutions, or any
other lawful purpose including the following purposes:

A. Diffusing moral and religious knowledge in accordance

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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;

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. Govern and regulate 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 Adventists	Belize Union of Seventh-day
Caribbean Union Conference	Caribbean Union Conference of Seventh-day Adventists in Trinidad and Tobago
Union Dominicana	Union Asociacion Dominicana de los Adventistas del Septimo Dia
Dutch Caribbean Union	Union Karibe Hulandes Di Iglesia Adventista de Shete Dia
Union Venezolana Oriental	Union Venezolana Oriental de los Adventistas del Septimo Dia

Union Salvadoreña	Union Mision Salvadoreña de los Adventistas del Septimo Dia
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 Septimo Dia
Haitian Union	Mission Des Adventistes Du Septieme Jour D'Haiti
Union Hondureña	Union de Honduras de loa Adventistas del Septimo Dia
Jamaica Union Conference	West Indies Union Conference (Jamaica) Corporation of Seventh-day Adventists Limited
Union Colombiana del Norte	Iglesia Adventista del Septimo Dia de Colombia, Union Colombia del Norte
Union Puertorriqueña	Union Puertorriqueña de los Adventistas del Septimo Dia, Inc.
Union Panameña	Union Asociacion Panameña de Los Adventists del Septimo Dia
Union Centroamericana del Sur	Union Centroamericana de los Adventistas del Septimo Dia
Union Colombiana del Sur	Iglesia Adventista del Septimo Dia de Colombia, Union Colombiana del Sur
Union Venezolana del Oeste	Iglesia Union Venezolana Antillana de los Adventistas del Septimo Dia

Iglesia Adventista del Septimo Dia Iglesia Adventista del
Union del Norte A.R. Septimo Dia, A.R.

Iglesia Adventista del Septimo Dia Iglesia Adventista del
Union Central A.R. Septimo Dia, A.R.

Iglesia Adventista del Septimo Dia Iglesia Adventista del
Union Interoceanica A.R. Septimo Dia, A.R.

Iglesia Adventista del Septimo Dia Iglesia Adventista del
Union de Chiapas A.R. Septimo Dia, A.R.

Iglesia Adventista del Septimo Dia Iglesia Adventista del
Union de Sureste A.R. Septimo Dia, 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. CSDAC, Inc)

Article V - Board of Trustees

The members of the Corporation shall be:

- a. the Board of Trustees in accordance with the Bylaws of the Corporation
- b. The members of the Inter-American Division Executive Committee

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 Trustee 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 presently serve as the Officers of the Corporation are: President, Elie Henry , 8100 SW 117 Ave., Miami, Fl. 33183, Treasurer, Filiberto Verduzco, , 8100 SW 117 Ave., Miami, Fl. 33183, and Secretary, Leonard A. Johnson , 8100 SW 117 Ave., Miami, Fl. 33183 and Associate Treasurer, Elizabeth Christian, 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.

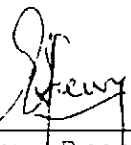
Article XIII - Initial Registered Office and Agent

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.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereinto set his hand and seal this 22 day of May, 2020 for the purposes of forming this Corporation not for profit.



Elie Henry, President and Trustee

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this ____ day of _____, 2020 by Elie Henry, who is personally known to me or who has produced _____ as identification.



Notary Public

My Commission expires:

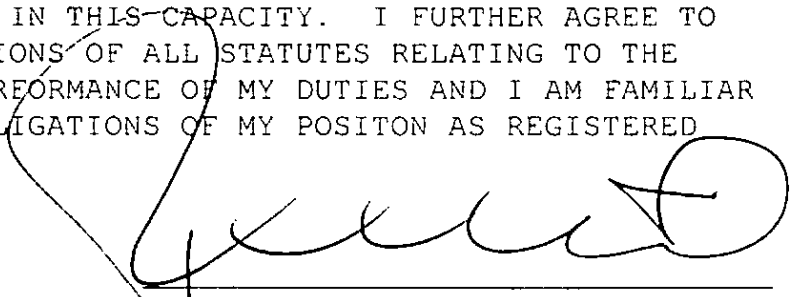


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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