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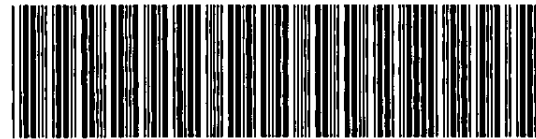
(Business Entity Name)

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CLERK OF COURT
TALLAHASSEE, FLORIDA

V HERRING
FEB -2 2017



**Iglesia de Dios Región Sureste Hispana, Inc.
PO Box 11735, Tampa, FL 33680-1735**

*Florida Department of State
Corporate Records Bureau
PO Box 6327
Tallahassee FL 32314*

RE: IGLESIA DE DIOS LA HERMOSA IN MIAMI, INC.

Dear Sir/Madam:

Enclosed you will find the following documents:

- *Articles of Incorporation*
- *Incorporation fees Check or Money Order # _____
in the amount of \$78.75 payable to Florida Department of State.*

Please consider the above documents our official filing for the incorporation.

Very truly yours,

Agent

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ARTICLES OF INCORPORATION
OF

2017 FEB -1 AM 9:28

IGLESIA DE DIOS LA HERMOSA IN MIAMI, INC. DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, acting as incorporators of a corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Location of Principal Office

The name of the corporation is **IGLESIA DE DIOS LA HERMOSA IN MIAMI, INC.** a non-profit Corporation. Its initial office shall be at **1695 Opa-Locka Blvd, Miami FL 33167** and mailing address **9400 NW 28th Ave, Miami FL 33147**.

ARTICLE II

Term

The corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporators

The name and address of the Incorporators of these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Alejandro del Rosario, President	9400 NW 28 th Ave, Miami FL 33147
Veronica Santa Maria, Treasurer	3328 NW 102 nd St, Miami FL 33147
Maria M. Gaitan, Secretary	595 NW 137 th St, Miami FL 33150
Antonia del Rosario, Member	9400 NW 28 th Ave, Miami FL 33147

ARTICLE IV

General Purposes

The general purposes for which the corporation is organized are exclusively religious, charitable, and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V

Specific purposes

The specific purposes for which the corporation is organized are to provide a place of worship for its members, who shall be members in good standing of the Church of God, Cleveland, TN and to conduct the affairs of the congregation according to the rules and regulations of the Church of God, Cleveland, TN, specifically the General Assembly Minutes of the Church of God, Cleveland, TN; to promote the cause of Christianity in accordance with the teachings, tenets, and customs of the Church of God, Cleveland, TN; to receive, manage, and distribute gifts, bequests, and other funds for the benefit of the congregation and the Church of God, Cleveland, TN; to own and maintain suitable buildings and facilities necessary for their acquisition, upkeep, maintenance and sale, all in accordance with the General Assembly Minutes of the Church of God, Cleveland, TN .

ARTICLE VI

Corporate Powers

The corporation shall have all of the powers conferred by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, which are necessary, incidental, or convenient to the purposes of the corporation as herein stated.

ARTICLE VII

Activities not permitted

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

ARTICLE VIII

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefits of any Member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

In the event of dissolution of this corporation, or in the event this corporation shall cease to exist or depart from the policy of the Church of God, Cleveland, TN as expressed in the *General Assembly Minutes* of the Church of God Cleveland, TN, and otherwise, the assets of the corporation shall revert to the State Trustees for the Church of God in the state of Florida, their successors and assigns, and if the State Board of Trustees shall cease to exist, then to the Church of God, a Tennessee nonprofit corporation, and if the Church of God cease to exist, then to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or

the corresponding sections of any prior or future Internal Revenue Code. Further that the proceeds/assets from the disposition must go directly into real property purchase or improvements.

ARTICLE IX

Management of Corporate Affairs

(a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have four (4) Director(s) initially. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than four (4). The method of selection of directors is stated in the Bylaws of this corporation.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that

the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first Members of the Board of directors are as follows:

Name	Address
Alejandro del Rosario, President	9400 NW 28 th Ave, Miami FL 33147
Veronica Santa Maria, Treasurer	3328 NW 102 nd St, Miami FL 33147
Maria M. Gaitan, Secretary	595 NW 137 th St, Miami FL 33150
Antonia del Rosario, Member	9400 NW 28 th Ave, Miami FL 33147

b) Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Treasurer, and Secretary and such other Officers as the Bylaws of the corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the first meeting of the Board of Directors.

ARTICLE X

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters

as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided should not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE XI

Membership

The membership of the corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time thereafter, may be received into membership in accordance with the *General Assembly Minutes* of the Church of God, Cleveland, TN, as they now exist or may be amended from time to time.

ARTICLE XII

Bylaws

The Board of Directors of the corporation shall conduct business under the Bylaws of the corporation in order to carry out its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not for Profit Corporation act concerning corporate action that must be authorized or approved by Members of the corporation, provided that the proposed amendment does not conflict with these Articles of Incorporation and is in accord with the *General Assembly Minutes* of the Church of God, Cleveland, TN, as the same now exists or may be amended thereafter from time to time.

ARTICLE XIII

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors, and an affirmative vote of a majority of the members of the Corporation, provided that the proposed amendment does not conflict with these Articles of Incorporation and is in accord with the *General Assembly Minutes* of the Church of God, Cleveland, TN, as the same now exists or may be amended thereafter from time to time.

ARTICLE XIV

Initial Registered Office and Agent

The name and address of the initial registered agent of the corporation is:

ALEJANDRO DEL ROSARIO
9400 NW 28th Ave
Miami FL 33147

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this day of **January 24th, 2017** for the purpose of forming this Not for Profit corporation under the laws of the State of Florida.

Alejandro del Rosario
Signature

ALEJANDRO DEL ROSARIO

Print

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this **January 24, 2017**.

Alejandro del Rosario
Signature

ALEJANDRO DEL ROSARIO
Print

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

ARTICLE I – Name: The name of the Corporation shall be FNBMD Bancshares, Inc. DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II – Principal Office: The principal street address and principal mailing address of the Corporation shall both be:

714 North Donnelly Street
Mount Dora, FL 32757

The Board of Directors shall have the power to change the location of the principal office to any other place within the limits of Mount Dora, Florida without the approval of the shareholders.

ARTICLE III – Purpose: The purpose for which the Corporation is formed is to engage in any business and activities in which Florida corporations can lawfully engage in and in which the Corporation desires to engage.

ARTICLE IV – Shares: The amount of authorized capital stock of this Corporation shall be \$10,000,000 divided into 1,000,000 shares of common stock with a par value of \$10.00 per share.

The Corporation, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated, without the approval of the shareholders.

ARTICLE V – Shareholder Preemptive Rights: In the event of any increase in common stock of this Corporation by the sale of additional shares thereof, each shareholder shall be entitled to subscribe to such additional shares of common stock in proportion to the number of shares of common stock owned by him at the time the increase is authorized by the shareholders, unless another time subsequent to the date of the shareholders' meeting is specified in a resolution adopted by the shareholders at the time the increase is authorized. The Board of Directors shall have the power to prescribe a reasonable period of time within which the preemptive rights to subscribe to the new shares of capital stock must be exercised.

ARTICLE VI – Board of Directors: The Board of Directors of this Corporation shall consist of not less than five nor more than twenty-five shareholders, the exact number to be fixed and determined from time to time by resolution of the shareholders at any annual or special meeting thereof, provided, however, the Board of Directors in any year between Annual Meetings of the Shareholders may by the vote of a majority of the full board increase the number of Directors by not more than two and at no time to exceed twenty-five. Each Director, during the full term of his directorship, shall own a minimum of \$1,000.00 par value of stock of this Corporation. Any vacancy in the Board of Directors may be filled by action of the Board of Directors.

Nominations for election to the Board of Directors may be made by the Board of Directors or by any shareholder of any outstanding class of capital stock of the Corporation entitled to vote for election of Directors. Nominations, other than those made by or on behalf of the existing Board of Directors of the Corporation, shall be made in writing and shall be delivered or mailed to the President of the Corporation not less than 14 days nor more than 50 days prior to any meeting of shareholders called for the election of Directors, provided, however, that if less than 21 days' notice of meeting is given to shareholders, such nomination shall be mailed or delivered to the President of the Corporation not later than the close of business on the seventh day following the day on which the notice of meeting was mailed. Such notification shall contain the following information to the extent known to the notifying shareholder: (a) the name and address of each proposed nominee; (b) the principal occupation of each proposed nominee; (c) the total number of shares of capital stock of the Corporation that will be voted for each proposed nominee; (d) the name and residence address of the notifying shareholder; and (e) the number of shares of capital stock of the Corporation owned by the notifying shareholders. Nominations not made in accordance herewith shall be disregarded and the vote tellers shall disregard all votes for each such nominee.

ARTICLE VII – Annual Meeting: There shall be an annual meeting of the shareholders the purpose of which shall be the election of Directors and the transaction of whatever other business may be brought before said meeting. It shall be held at the Main Office or other convenient place as the Board of Directors may designate, on the day of

each year specified therefore in the Bylaws, but if no election is held on that day, it may be held on any subsequent day according to such lawful rules as may be prescribed by the Board of Directors.

ARTICLE VIII – Special Meetings and Required Notice: The Board of Directors of this Corporation, or any three (3) or more shareholders owning, in the aggregate, not less than 10% of the stock of this Corporation, may call a special meeting of the shareholders at any time. Unless otherwise provided by the laws of the State of Florida, a notice of the time, place, and purpose of every Annual or special meeting of the shareholders shall be given by first-class mail, postage prepaid, mailed at least ten days prior to the date of such meeting to each shareholder of record at his address as shown upon the books of the Corporation.

ARTICLE IX – Officers: The Board of Directors shall appoint one of its members President of this Corporation, who shall be Chairman of the Board, unless the Board appoints another Director to be the Chairman. The Board of Directors shall have the power to appoint one or more Vice Presidents; and to appoint a Cashier and such other Officers and employees as may be required to transact the business of the Corporation.

The Board of Directors shall have the power to define the duties of the Officers and employees of the Corporation; to fix the salaries to be paid to them; to dismiss them; to require bonds from them and to fix the penalty thereof; to regulate the manner in which any increase of the capital of the Corporation shall be made; to manage and administer the business and affairs of the Corporation; to make all Bylaws that it may be lawful for them to make; and generally to do and perform all acts that it may be legal for a Board of Directors to do and perform.

ARTICLE X – Corporate Existence: The corporate existence of this Corporation shall continue until terminated in accordance with the laws of the State of Florida.

ARTICLE XI – Indemnification: Any person, his/her heirs, executors, or administrators may be indemnified or reimbursed by the Corporation for reasonable expenses actually incurred in connection with any action, suit or proceeding, civil or criminal, to which he/she or they shall be made a party by reason of his/her being or having been a director, Officer, or employee of the Corporation or of any firm, corporation, or organization which he/she served in any such capacity at the request of the Corporation. The Standards for Indemnification shall be those prescribed by the laws of the State of Florida and/or The Model Business Corporation Act, whichever provides the most protection for the person to be indemnified. Provided, however, that no person shall be indemnified when such indemnification is prohibited by the laws or regulations of the State of Florida or its Agencies.

The Corporation may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying its Directors, Officers and other employees to the extent that such indemnification is allowed in the preceding paragraph. Such insurance may, but need not, be for the benefit of all Directors, Officers, or employees.

ARTICLE XII – Amendment: These Articles of Incorporation may be amended at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of this Corporation, unless the vote of the holders of a greater amount of stock is required by applicable law, and in that case by the vote of the holders of such greater amount.

ARTICLE XIII – Registered Agent: The name and Florida state address of the initial registered agent of the Corporation is:

John D. Pease, III
Chairman of the Board
First National Bank of Mount Dora
714 North Donnelly Street
Mount Dora, FL 32757

ARTICLE XIV – Incorporator: The name and address of the Incorporator is:

John D. Pease, III
Chairman of the Board

First National Bank of Mount Dora
714 North Donnelly Street
Mount Dora, FL 32757

ARTICLE XV – Effective Date: The Effective Date of these Articles of Incorporation shall be the date of filing of these Articles of Incorporation by the Florida Secretary of State.

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

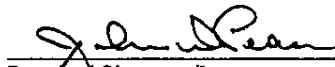


Required Signature/Registered Agent

12/13/16

Date

I submit this document and affirm that the facts stated herein are true. I am aware that the 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

12/13/16

Date

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2017 FEB - 2 PM 3: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA