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Florida Department of State

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

IBCK Pharmacy Inc.

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AND
FILED

**ARTICLES OF INCORPORATION
OF
IBCK PHARMACY INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation (these "Articles"), having an effective date of May 1, 2017, to form a corporation not-for-profit under the laws of the State of Florida.

SECRETARY OF STATE
JAILAN WASSER, FLORIDA

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APPROVED
AND
FILED

ARTICLE I - Name

The name of the Corporation shall be:

IBCK Pharmacy Inc.

ARTICLE II - Principal Office and Mailing Address

The address of the principal office of the Corporation, and the mailing address of the Corporation, is 1420 Simpson Road, Kissimmee, Florida 34744.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious and/or educational purposes, including but not limited to, for such purposes as the making of distributions to organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (or the corresponding provision of any future U.S. federal tax code or revenue laws) (the "Code"), and to be more particular:

(i) The Corporation is organized to provide prescription medications, healthcare supplies and other over-the-counter medicines to the local community, through licensed pharmacists and medical staff, with a focus on very low income, low income and middle income persons and families, and to promote better health and well-being of persons and families in the local community through preventative care and education, with a focus on very low income, low income and middle income persons and families; all in affiliation with, and in support of the ministries of, Iglesia Bautista Central de Kissimmee, Inc. (the "Church");

(ii) Nothing in these Articles shall be construed as allowing any activities that would jeopardize the Corporation's tax-exempt status if the Corporation has obtained such status, or is otherwise inconsistent with its classification as an organization described in Section 501(c)(3) of the Code if the Corporation has received classification as a Section 501(c)(3) tax-exempt organization. The Corporation shall not discriminate on the basis of race, color, national origin, ethnicity or sex in the administration and provision of its services to the local community;

(iii) The Corporation may own property (including real, tangible and intangible property) to be operated, invested and otherwise used to advance and support the Corporation's purposes;

(iv) The Corporation may raise, hold, invest and spend cash and assets convertible into cash to advance and support the Corporation's purposes;

(v) The Corporation may make distributions of funds for its religious, charitable and/or educational purposes, including in particular the ministry purposes of the Church;

(vi) The Corporation shall also serve as a Christian ministry operated primarily for religious purposes in a manner consistent with the religious beliefs of the Church, including in particular (a) promoting the gospel of Jesus Christ, (b) hiring and dismissing employees and appointing and removing directors and officers based on the conduct and beliefs of such persons being consistent with the moral, ethical and doctrinal beliefs of the Church, and (c) making policy decisions consistent with the goals and standards stated above; and

(vii) The Corporation may engage in any and all lawful activities to accomplish the foregoing purposes, except as restricted herein; provided, however, the Corporation will not seek to generate pecuniary profit, and any earnings, gains, revenues or income received by the Corporation that exceed its costs and expenses will be used by the Corporation to advance, support, further and carry-out its charitable, religious and/or educational purposes, such as subsidizing costs and expenses incurred by very low income, low income and middle income persons and families.

B. The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, and shall have all of the powers enumerated in the Florida Corporations Not For Profit Act, Chapter 617 of the Florida Statutes, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, if the Corporation is a Section 501(c)(3) tax-exempt organization then the Corporation shall not carry on any activities not permitted to be carried on by organizations exempt from federal income tax under Section 501(a) of the Code as described in Section 501(c) of the Code.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable amounts for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE IV – Term of Existence

The Corporation shall exist in perpetually, unless dissolved according to law.

ARTICLE V – Initial Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is 1420 Simpson Road, Kissimmee, Florida 34744, and the name of the initial registered agent of the Corporation at that address is Benjamin Gonzalez.

ARTICLE VI – Directors

A. The initial number of directors of the Corporation shall be three (3) in the aggregate. The number of directors may be either increased or reduced, from time to time, by the board of directors of the Corporation in accordance with these Articles and the Bylaws of the Corporation (the “Bylaws”), but there shall always be at least three (3) directors in the aggregate at all times.

B. Directors, as such, shall not receive any compensation for their services as directors of the Corporation. The board of directors of the Corporation may authorize and require the payment of reasonable costs and expenses incurred by directors in attending meetings of the board of directors of the Corporation.

C. Nothing in this Article VI shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor, such as being officers or employees of the Corporation.

D. The names and street addresses of the initial members of the board of directors of the Corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Ceferino Acevedo	1084 Plaza Drive Kissimmee, Florida 34743
Edgar Vasquez	4360 Quail Roost Road Saint Cloud, Florida 34772
Benjamin Gonzalez	2337 Topaz Trail Kissimmee, Florida 34743

E. The number, qualifications, term of office, method of appointment or election, removal or resignation, powers, authority and duties of the directors and/or officers of the Corporation, the time and place of their meetings, and such other provisions with respect to such directors and/or officers of the Corporation shall be as specified in the Bylaws (so long as the Bylaws are not inconsistent with the express provisions of these Articles).

ARTICLE VII – Incorporator

The name and street address of the incorporator of the Corporation is:

<u>Name</u>	<u>Street Address</u>
Edgar Vasquez	4360 Quail Roost Road Saint Cloud, Florida 34772

ARTICLE VIII – Members

The Corporation shall not have any members.

ARTICLE IX – Amendment to Articles and Bylaws

A. These Articles and the Bylaws may be amended in any manner permitted by law; provided, however, that any such amendment that affects the purposes of the Corporation, the transfer or disposition of real property or other assets (except for obsolete assets or assets with *de minimus* value) of the Corporation, the relationship between the Corporation and the Church, the manner in which directors are elected, appointed and removed, the determination of director qualifications, the dissolution and liquidation of assets of the Corporation, and/or the requirements for amending these Articles or the Bylaws shall not be effective, binding or filed unless approved, in writing, by both the board of directors of the Corporation and the board of directors of the Church.

B. Notwithstanding the immediately foregoing paragraph, upon the occurrence of a Triggering Event (as defined below), the board of directors of the Corporation may amend these Articles and/or the Bylaws without the approval of the board of directors of the Church. For purposes of this Article IX, a “Triggering Event” shall mean and include:

- (i) the dissolution of the Church by any means, other than an administrative dissolution that is corrected by reinstatement promptly after the Church becomes aware of such administrative dissolution;
- (ii) the bankruptcy or insolvency of the Church, other than an involuntary bankruptcy that is dismissed within ninety (90) days after being filed;
- (iii) the Church loses its tax-exempt status under Section 501(c)(3) of the Code for any reason other than due to a change in the U.S. federal tax code or revenue laws which results in the loss of tax-exempt status for all similarly situated entities; or
- (iv) a judgment is entered against the Church either (a) permanently enjoining the operations of the Church as a church or religious institution, or (b) for damages in an amount that, according to the board of directors of the Church, would render, or is likely to render, the Church insolvent or otherwise unable to continue the ministry activities of the Church in a manner consistent with its then-current practices.

ARTICLE X – Dissolution

A. The Corporation may not voluntarily dissolve and may not cause or allow an involuntary dissolution, and may not otherwise liquidate its assets, without the prior approval, in writing, of the board of directors of the Church and the approval, in writing, by a unanimous vote of the members of the board of directors of the Corporation.

B. Upon the dissolution and liquidation of the Corporation, the board of directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, dispose of all the assets of the Corporation exclusively to the Church or, if the Church is no longer in operation or is insolvent, to such organization(s) that at the time of such dissolution and liquidation of the Corporation qualify as a tax-exempt organization or organizations under Section 501(c)(3) of the Code, and that are organized and operated for a purpose consistent with the purposes of the Church or the Corporation.

C. Any assets not disposed of by the board of directors of the Corporation as provided in this Article X, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, to one or more tax-exempt organizations that qualify as an exempt organization under Section 501(c)(3) of the Code and are organized and operated for a purpose consistent with the purposes of the Church or the Corporation.

ARTICLE XI – Limitations to Corporate Power

A. Any sale of real estate, distribution of cash or transfer of other assets (other than of *de minimus* value) to any third-party (other than the Church or a supporting organization (as defined under Section 509 of the Code) of the Church), shall require the approval, in writing, of both the board of directors of the Corporation and the board of directors of the Church.

B. Any purchase, transfer, security interest or encumbrance of real estate (other than the Church or a supporting organization (as defined under Section 509 of the Code) of the Church) shall require the approval, in writing, of both the board of directors of the Corporation and the board of directors of the Church, following the same approval requirements and processes as would be required if such purchase, transfer, security interest or encumbrance were being done directly by the Church.

ARTICLE XII – Other Provisions

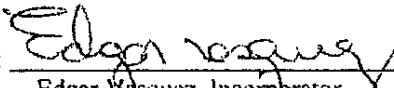
A. Notwithstanding any other provision set forth in these Articles, at any time during which the Corporation is deemed a "private foundation" pursuant to Sections 501 and 509 the Code, (i) the Corporation shall not engage in any act of self-dealing as defined in Section 4941 of the Code, (ii) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, (iii) the Corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Code, (iv) the Corporation shall not make any high-risk investment in such manner as to subject it to the tax imposed by Section 4944 of the Code, and (v) the Corporation shall not make any taxable expenditures as defined in Section 4945 of the Code.

B. Any reference in these Articles to any section of the U.S. Internal Revenue Code of 1986, as amended, shall be deemed to incorporate by reference the corresponding provisions of any subsequent U.S. federal tax code or revenue laws.

C. The power to adopt, alter, amend, restate, modify or repeal the Bylaws shall be vested in the board of directors of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles of Incorporation for IBCK PHARMACY INC. to be signed and filed on this May 1, 2017.

IBCK PHARMACY INC.

By: 
Edgar Vasquez, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the duties, obligations and responsibilities of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of IBCK PHARMACY INC.

By: Benjamin Gonzalez