

THE FLORIDA LAW FIRM, PLC  
C O U N S E L O R S   A T   L A W

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June 25, 2018

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: The Ministerial Christian University (USA) Incorporated**

Dear Sir/Madam:

Enclosed for filing with the Secretary of State please find Articles of Incorporation (original and a copy), and Registered Agent Certificate for the referenced corporation. In addition, we have enclosed our cashier's check in the amount of \$87.50 for the filing fee, registered agent designation, certified copy, and certificate of status. **The email address to be used for future annual report notification is thefloridalawfirm@gmail.com. Please return all correspondence concerning this matter to the undersigned. Please do not hesitate to call or write the undersigned for further information concerning this matter.**

Sincerely,

Odiator Arugu  
The Florida Law Firm, PLC

Enclosures

## Articles of Incorporation

of

### THE MINISTERIAL CHRISTIAN UNIVERSITY (USA) INCORPORATED (A Florida Not For Profit Corporation)

2018 JUN 29 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

#### ARTICLE I

##### Name and Duration

The name of the Corporation is THE MINISTERIAL CHRISTIAN UNIVERSITY (USA) INCORPORATED. The duration of the Corporation is perpetual. The effective date upon which the Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

#### ARTICLE II

##### Principal Office and Mailing Address

The address of the principal office of the Corporation as well as the Corporation's mailing address is 14836 NW 7<sup>th</sup> Avenue, Miami, Florida 33168.

#### ARTICLE III

##### Registered Office and Agent

The address of the registered office in the State of Florida is 1510 East Colonial Drive, Suite 303, Orlando, Orange County, Florida 32803. The name of the registered agent at such address is Odiator Arugu.

#### ARTICLE IV

##### Purposes, Powers and Rights

Unless otherwise provided in the Bylaws, the Corporation shall be organized and operated exclusively for educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter the "Code"), as amended from time to time, or any superseding section in order to, at the Corporation's discretion:

- (a) The Corporation is formed for the purpose of establishing, conducting and maintaining a Christian university for the higher education of youth and adults,

with power to confer degrees in theology, arts, philosophy, and literature otherwise known as THE MINISTERIAL CHRISTIAN UNIVERSITY USA. The Corporation may confer such other degrees as may be approved by the duly constituted legal authority. Similarly, the Corporation will seek approval to confer honorary degrees.

- (b) Minister the Word of God to the faithful;
- (c) Conduct religious crusades, revivals, and deliverances;
- (d) Engage in religious counseling;
- (e) Spread the Word of the Gospel of Jesus Christ of Nazareth through speaking engagements, seminars, television, radio, internet, and other forms of mass media for the purpose of educating the individual in the Word of God;
- (f) Engage in recreational and competitive athletics; and
- (f) Operate for any other purpose as set out in the Corporation's Bylaws.

The Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its trustees and it is organized solely for nonprofit purposes. The property, assets, and net income of the Corporation are irrevocably dedicated to charitable, religious and educational purposes.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but without limitation thereon, to acquiring assets for the above purposes.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

## ARTICLE V

### Incorporator

The name and mailing address of the incorporator of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Odiator Arugu	1510 East Colonial Drive, Suite 303 Orlando, Florida 32803

## ARTICLE VI

### Board of Trustees

1. The number of members of the Board of Trustees may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than three. Each Trustee shall serve until the next annual meeting of Trustees.

2. If any vacancy occurs in the Board of Trustees during a term, the remaining Trustees, by affirmative vote of a majority thereof, may elect a trustee to fill the vacancy until the next annual meeting of the Members of the Corporation; provided, if there is a deadlock, then the vote of Julio Pineda shall determine the trustee to fill such vacancy.

3. The names and mailing addresses of the persons who shall serve as the initial Trustees of the Corporation until the first annual meeting of the Members of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Julio Pineda	14836 NW 7th Avenue Miami, Florida 33168
Maria Pineda	14836 NW 7 <sup>th</sup> Avenue Miami, Florida 33168
David Pineda	1 4836 NW 7 <sup>th</sup> Avenue Miami, Florida 33168
Karla Serrano	14836 NW 7 <sup>th</sup> Avenue Miami, Florida 33168
Cindy Laura Antun	14836 NW 7 <sup>th</sup> Avenue Miami, Florida 33168

### ARTICLE VII

#### Dissolution

In the event of the dissolution of the Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501 (c)(3) of the Code, and as an organization qualifying as a public charity under the provisions of Section 509 (a)(1) or 509 (a)(2) of the Code, as the Members of the Corporation may elect and designate; and in no event shall said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such Members or any Trustee, for any other purpose. Any of such assets not so disposed of shall be disposed of by the Circuit Court in which the principal office of the corporation is then located, exclusively

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

## ARTICLE VIII

### Members

The Members of the Corporation shall be Julio Pineda, Maria Pineda, David Pineda, Karla Serrano, and Cindy Laura Antun, and such other members as may be admitted from time to time by the Corporation. The Members of the Corporation shall have the right, by majority vote, to elect Trustees. They shall have the right of approval, by majority vote, of actions of the Board of Trustees relating to changes in institutional purpose and philosophy; appointment of the President of the Corporation; acquisition, disposition, encumbrance, or lease of real property of the Corporation; construction of new buildings, dissolution, merger, or consolidation of the Corporation with another corporation; amendments of these Articles of Incorporation or of the Bylaws; and disposition of property upon dissolution; provided, if there is a deadlock, then the vote of Julio Pineda shall break the deadlock.

## ARTICLE IX

### Indemnification

The Corporation shall indemnify any incorporator, officer or trustee, or any former incorporator, officer or trustee, to the full extent permitted by law.

## ARTICLE X

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the Members of the Corporation herein are granted subject to this reservation.

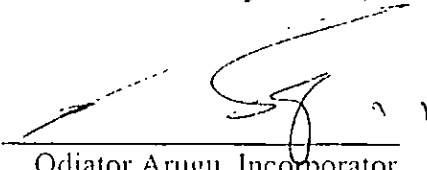
## ARTICLE XI

### Bylaws

The power to adopt, amend or repeal bylaws for the management of the Corporation shall be vested in the Board of Trustees or the Members of the Corporation, but the Board of Trustees may not amend or repeal any bylaw adopted by the Members of the Corporation if the Members specifically provide that such bylaw is not subject to amendment or repeal by the Board of Trustees.

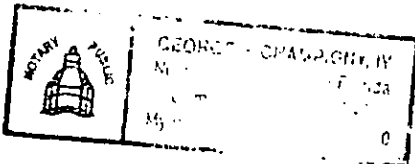
The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this the 25th day of June, 2018.

By:   
Odiator Arugu, Incorporator

STATE OF FLORIDA       )  
                                      ) SS.  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this the 25th day of June, 2018, by Odiator Arugu. He is personally known to me or has produced FL Driver License as identification and did (did not) take an oath.



(NOTARY SEAL)

George F. Champigny IV  
(Notary Signature)

George F. Champigny IV  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_

## REGISTERED AGENT CERTIFICATE

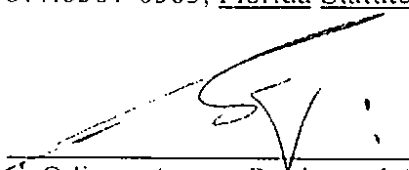
In pursuance of the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

That The Ministerial Christian University (USA) Incorporated, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Odiator Arugu, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

### ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further state that I am familiar with §§617.0501-0503, Florida Statutes.

By:

  
\_\_\_\_\_  
Odiator Arugu, Registered Agent

DATED: June 25, 2018

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