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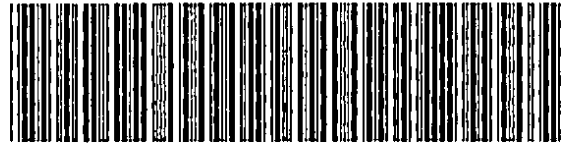
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2023 JAN -3 PM 6:50

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file 11/3/23

W23-206

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: C3 CHURCH OF MIAMI, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: NIDIA BORGE, ESQ. R.A.

Name (Printed or typed)

13499 BISCAYNE BLVD, SUITE 106

Address

N. MIAMI, FLORIDA 33181

City, State & Zip

305-846-9932

Daytime Telephone number

nidiaborge@borgelawfirm.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be: C3 CHURCH OF MIAMI, INC.

**ARTICLE II PRINCIPAL OFFICE**

Principal **street** address:  
14320 SW 119 Avenue

Miami, Florida 33186

Mailing address, if different is:

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: SEE ATTACHED ARTICLES OF INCORPORATION

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed: See attached Articles

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Jorge Alessandri, President

Address: 14320 SW 119th Avenue

Miami, Florida 33186

Name and Title: Mario Rojo, Director

Address: 14320 SW 119th Avenue

Miami, Florida 33186

Name and Title: Jenifer Jacobi, Secretary

Address: 14320 SW 119th Avenue

Miami, Florida 33186

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

Name and Title: Robert Fountain, Director

Address: 7141 Indian Creek Drive

Miami Beach, Florida 33141

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

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2023 JAN -3 PM 6:50  
Jorge Alessandri, President

Name and Title: N/A Name and Title: N/A  
Address: \_\_\_\_\_ Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Name and Title: N/A Name and Title: N/A  
Address: \_\_\_\_\_ Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Nidia Borge, Esq.  
Address: 13499 Biscayne Blvd., Suite 106  
N. Miami, Florida 33181

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ALL AMERICAN, P.C.

**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

Name: Nidia Borge  
Address: 13499 Biscayne Blvd., Suite 106  
N. Miami, Florida 33181

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: JANUARY 1, 2023. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*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*

*Nidia Borge*  
Required Signature of Registered Agent

12/27/22  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in § 817.155, F.S.*

*Nidia Borge*  
Required Signature of Incorporator

12/27/22  
Date

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of C3 Church of Miami, Inc. (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act").

**EFFECTIVE DATE OF INCORPORATIONS SHALL BE: JANUARY 1, 2023**

## **ARTICLE 1**

### **NAME OF CORPORATION**

The name of the Corporation is:

C3 Church of Miami, Inc.

## **ARTICLE 2**

The address of the Corporation is:

14320 SW 119<sup>th</sup> Avenue  
Miami, Florida 33186

## **ARTICLE 3**

### **PURPOSES**

Said Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation the purpose of the Corporation area:

- a. To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation of a church, ministry, charity, school, or eleemosynary institution, without limitation.
- b. To spread the Gospel of Jesus Christ and the worship of God among its attendants and practice the Christian virtues inoculated in the Holy Scriptures by all means possible, including but not limited to services, classes, crusades, fellowship meetings, telephone conferences, seminars and other outreach activities.
- c. To ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry-on divine services at the place or worship of the Corporation and

elsewhere, and to collect and disburse all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.

- d. To educate the body of Christ through any and all educational means deemed appropriate and to help members develop toward full Christian maturity and train them for effective ministry.
- e. To collect and disburse all necessary funds for the maintenance of the Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.
- f. To handle affairs pertaining to property and other temporal matters as required by the civil authorities.
- g. To make distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended.
- h. The Corporation is also organized to promote, encourage, and foster any other similar, religious, charitable and educational activities, to accept, hold invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation, and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of the Corporation. Provided, however, no act may be performed which would violate Section 501(c) (3) of the Internal Revenue Code of 1986 as it now exists or as it may hereafter be amended.

#### **ARTICLE 4**

##### **BOARD OF DIRECTORS ELECTION**

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors (the "Board of Directors") of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, and employees of the Corporation, as deemed appropriate from time to time.

The initial Board of Directors shall consist of four (4) people. The number of directors may be increased or decreased by the Board of Directors, by amending these Articles of Incorporation, or by amending the Bylaws, any of which shall have the force and effect. The number of directors may not be decrease to fewer than two (2). Directors need not be residents of Florida.

#### **ARTICLE 5**

##### **NAMES, ADDRESS AND TITLE OF DIRECTORS**

The initial Board of Directors shall consist of the following persons at the following addresses:

Name of Directors, Title, and Address

Jorge Alessandri, President  
14320 SW 119<sup>th</sup> Avenue  
Miami, Florida 33186

Jenifer Jacobi, Secretary  
14320 SW 119<sup>th</sup> Avenue  
Miami, Florida 33186

Robert Fountain, Director  
7141 Indian Creek Drive  
Miami Beach, Florida 33141

Mario Rojo, Director  
14320 SW 119<sup>th</sup> Avenue  
Miami, Florida 33186

**ARTICLE 6**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent's office of the Corporation and the name of the registered agent is:

Nidia Borge, Esq.  
Borge Law Firm, P. A.  
13499 Biscayne Blvd.  
Suite 106  
North Miami, Florida 33181

**ARTICLE 7**  
**NAME AND ADDRESS OF INCORPORATOR**

The name and street address of the incorporator is:

Name of Incorporator:                      Nidia Borge  
  
Address:    13499 Biscayne Blvd  
    Suite 106

N. Miami, Florida 33181

## **ARTICLE 8**

### **DURATION**

The period of the Corporation is perpetual, notwithstanding subsequent action by the Board of Directors.

## **ARTICLE 9**

### **MEMBERSHIP**

The Corporation is authorized to have one or more classes of voting members, as provided in the Bylaws.

## **ARTICLE 10**

### **NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Act and shall have all the powers, duties, authorization, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activities that would invalidate its status as an organization exempt from Federal Income tax and described in Section 501(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue Law or Laws (the "Internal Revenue Code of 1986")

## **ARTICLE 11**

### **POWERS AND RESTRICTIONS**

Except as otherwise provided in these Articles, and in order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- a. The Corporation shall not pay dividends and no part of the Corporation's income shall inure to the benefit of or be distributable to its directors, trustees, officers, members, or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. 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 any candidate for public office. The Corporation shall not carry on any other activities not permitted by a corporation



- exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended, or shall the Corporation take any action inconsistent with the requirements for receiving tax-deductible charitable contributions under Section 170 (e)(2) of the Internal Revenue Code of 1986 as amended.
- b. Notwithstanding any other provisions of these Articles, in the event this Corporation is in any one year a "private foundation" as defined by /section 509(a) of the Internal /revenue Code of 1986, it shall (i) distribute its income for such taxable year at such time and in such manner prescribed, or shall comply with regulations controlling the private foundation taxation under Section 4942 of the Internal Revenue Code of 1986, as amended; (ii) avoid any act of "self-dealing" as defined in Section 4941(d) f the Internal Revenue Code of 1986 as amended (iii) avoid any excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986 as amended (iv) avoid investments subjecting the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986 as amended, and (v) avoid taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.
  - c. The Corporation shall not accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's religious, charitable, or educational purposes of if the gift or grant would require serving a private as opposed to a public interest.

## **ARTICLE 12**

### **LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

## **ARTICLE 13**

### **INDEMNIFICATION**

Except as may be defined and limited by the Bylaws, the Corporation may, but is not required to indemnify a person who was, is or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation. The Corporation may provide a trust fund, insurance, or other arrangement to effectuate this article.

## **ARTICLE 14**

### **LIMITATION ON SCOPE OF LIABILITY**

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the corporation, except and only for the following reasons:

- a. A breach of the Director's duty of loyalty to the Corporation.
- b. An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director.
- c. A transaction from which the Director gained any improper benefit whether such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Director for which liability is expressly provided by statute.

## **ARTICLE 15**

### **CONSTRUCTION**

All reference in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

## **ARTICLE 16**

### **DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all the assets of the Corporation to any organization designated by the Board of Directors of the Corporation that is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

## **ARTICLE 17**

### **ACTION BY WRITTEN CONSENT**

The Corporation, if acting by written consent in lieu of a meeting, shall attempt to obtain the unanimous written consent of all persons entitled to vote. Notwithstanding the foregoing, any required or permissible act may be taken without a meeting by use of written consents signed by no less than the number of directors whose vote would be necessary to act at a fully attended meeting, according to the Bylaws. A consent signed by less than all the directors is not effective to take the intended action unless consents, signed by the minimum required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Each written consent must set forth the action to be taken and bear the date of signature of each person signing it. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the intended action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

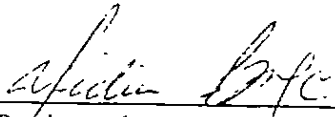
An email, or similar transmission by a member, director, committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

#### **ARTICLE 18 AMENDMENT**

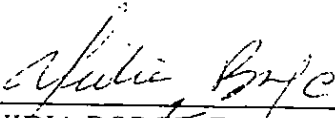
These Articles may not be amended in any way without the approval of two-thirds (2/3) majority of the members of the Board of Directors.

#### **Acknowledgment**

Having been named above as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in the capacity and accept the appointment as registered agent and agree to comply with the provision of said act relative to keeping open said office.

  
\_\_\_\_\_  
Registered Agent: NIDIA BORGE, Esq.  
Borge Law Firm, P. A

I executed these Articles of Incorporation on the 28<sup>th</sup> day of DEC. 2022

  
\_\_\_\_\_  
NIDIA BORGE, Esq.