

N24615

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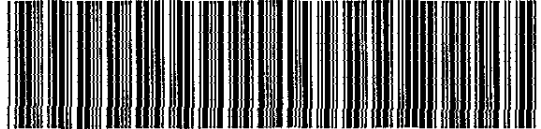
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 29, 2003

REINER & REINER, P.A.  
% SAMUEL B. REINER, II  
9100 S. DADELAND BLVD., STE 1408  
MIAMI, FL 33156-7816

SUBJECT: MINISTERIO CATOLICO VERBO Y VIDA, INC.  
Ref. Number: N24615

We have received your document for MINISTERIO CATOLICO VERBO Y VIDA, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature. >

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) 245-6908.

Anna Chesnut  
Document Specialist

Letter Number: 903A00033694

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DIVISION OF CORPORATIONS

# REINER & REINER, P.A.

ATTORNEYS AT LAW  
A PROFESSIONAL ASSOCIATION

Samuel B. "Clay" Reiner, II  
David P. Reiner, II

www.reinerslaw.com  
info@reinerslaw.com

May 19, 2003

## **Amendment Section**

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

RE: **AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF MINISTERIO CATOLICO VERBO Y VIDA, INC.**

Dear Sir or Madam:

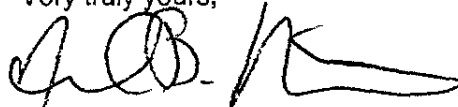
Enclosed please find an original and one copy of SECRETARY'S CERTIFICATE with attached AMENDED AND RESTATED ARTICLES OF INCORPORATION for the above corporation.

Also enclosed is our firm's check No. 1209 in the amount of **\$43.75** representing the filing fee, as well as the fee for a certified copy, along with a stamped and addressed envelope in which to return the certified copy.

If you have any questions, please do not hesitate to contact me.

Thank you for your assistance.

Very truly yours,



SAMUEL B. REINER, II

Enclosure(s)

**AMENDED AND RESTATED OF ARTICLES OF INCORPORATION  
OF  
MINISTERIO CATOLICO VERBO Y VIDA, INC.**

**A Florida Not-for-Profit Corporation**

**FILED**  
03 JUN - 6 PM 3 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MINISTERIO CATOLICO VERBO Y VIDA, INC., a Florida not-for-profit Corporation, (hereinafter the "Corporation"), having its principal office at 541 South State Road 7, Suite 13, Margate, Florida 33068, and originally incorporated under the name of MINISTERIO VERBO Y VIDA, INC. on February 1, 1988, hereby certifies to the Department of State that:

**FIRST:** The undersigned corporation, pursuant to a resolution unanimously adopted by its board of directors at a meeting duly convened on October 16, 2002, and unanimously approved by the members at a members' meeting, duly convened on October 16, 2002, by the members entitled to vote thereon, which was sufficient for approval, hereby declared the AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MINISTERIO VERBO Y VIDA, INC., allegedly adopted on November 17, 1999, and filed with the Secretary of State on December 28, 1999, are hereby RESCINDED and REPLACED with the following AMENDED AND RESTATED ARTICLES OF INCORPORATION:

**ARTICLE I**

**NAME:** The name of the Corporation is MINISTERIO CATOLICO VERBO Y VIDA, INC.

**ARTICLE II**

**PURPOSE:** Notwithstanding any provision of these Articles, the purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE III**

**QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION:** There are initially a total of eleven (11) Certificates of Membership to MINISTERIO VERBO Y VIDA, INC., each of which is

entitled to one vote at the annual meeting of the Corporation. Each member of the current Board of Directors shall be issued a Certificate of Membership. Thereafter, additional Certificates of Membership may be authorized and issued as provided in the By-Laws. Likewise, Certificates of membership may be recalled and invalidated as hereafter provided in the By-Laws.

#### **ARTICLE IV**

**TERM OF EXISTENCE:** This corporation shall exist perpetually.

#### **ARTICLE V**

**REGISTERED AGENT:** The name and address of the Corporation's Registered Agent is:

**SAMUEL B. REINER, II, ESQ.**  
**7700 North Kendall Drive, Suite 303**  
**Miami, Florida 33156**

#### **ARTICLE VI**

**OFFICERS:** The officers of the corporation shall be a President, Vice-President, Secretary, Treasurer, and such other officers as may be provided in the By-Laws. The names and residences of the persons who are serving as officers of the corporation for the current year until the next annual meeting of the Board of Directors are:

President: Max Rosa  
541 South State Road 7, Suite 13  
Margate, Florida 33068

Vice-President: Armando Sanchez  
541 South State Road 7, Suite 13  
Margate, Florida 33068

Secretary: Max Rosa  
541 South State Road 7, Suite 13  
Margate, Florida 33068

Treasurer: Max Rosa  
541 South State Road 7, Suite 13  
Margate, Florida 33068

The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

#### ARTICLE VII

**BOARD OF DIRECTORS:** The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have eleven (11) Directors initially. The number of Directors may be increased or decreased from time to time, by the By-Laws, but shall never be less than six (6). The Board of Directors shall be members of the corporation. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws. The name and addresses of the persons who are serving as Directors for the current year, or until the next annual meeting of the corporation are:

Max Rosa  
541 South State Road 7  
Suite 13  
Margate, Florida 33068

Armando Sanchez  
541 South State Road 7  
Suite 13  
Margate, Florida 33068

Melania Rosa  
541 South State Road 7  
Suite 13  
Margate, Florida 33068

Rodrigo Tamayo  
541 South State Road 7  
Suite 13  
Margate, Florida 33068

Miriam Tamayo  
541 South State Road 7  
Suite 13  
Margate, Florida 33068

Luis De Villiers  
541 S. State Road 7  
Suite 13  
Margate, Florida 33068

Gilian De Villiers  
541 South State Road 7  
Suite 13  
Margate, Florida 33068

Esperanza Perez  
541 South State Road 7  
Suite 13  
Margate, Florida 33068

Josefina Sanchez  
541 South State Road 7  
Suite 13  
Margate, Florida 33068

Esteban Bencomo  
541 South State Road 7  
Suite 13  
Margate, Florida 33068

Migdalia Bencomo  
541 South State Road 7  
Suite 13  
Margate, Florida 33068

#### **ARTICLE VIII**

**BY-LAWS:** The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### **ARTICLE IX**

**AMENDMENTS:** These Articles of Incorporation may be amended at the special meeting of the membership called for that purpose by a majority vote of those present. Amendments may also be made at a regular meeting of the membership upon notice give, as provided by the By-Laws of intention to submit such amendments.

#### **ARTICLE X**

**LOCATION:** The location of this corporation shall be at 541South State Road 7, Suite 13, Margate, Florida 33068.

#### **ARTICLE XI**

No part of the net earnings of the corporation shall inure to the benefit of any individual or member.

#### **ARTICLE XII**

*In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.*

#### **ARTICLE XIII**

The purposes for which the organization is organized are exclusively religious, charitable, scientific, literary, and education within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

#### ARTICLE XIV

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization except from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

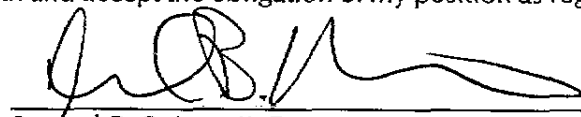
#### ARTICLE XV

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed or shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes.

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#### ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

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 relative to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as registered agent.

  
\_\_\_\_\_  
Samuel B. Reiner, II, Esq.



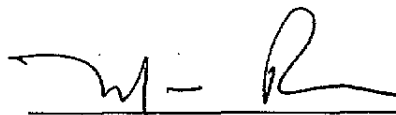
## SECRETARY'S CERTIFICATE

IN WITNESS WHEREOF, I, the undersigned President, acting as Secretary of the Corporation, do hereby certify that the following is a true and correct copy of a RESOLUTION unanimously adopted at a special meeting of the Members of Ministerio Catolico Verbo Y Vida, Inc., duly called for and held on October 16, 2002.

BE IT RESOLVED that the AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MINISTERIO CATOLICO VERBO Y VIDA, INC. allegedly adopted on November 17, 1999, and filed with the Secretary of State on December 28, 1999, are hereby RESCINDED and REPLACED with the attached AMENDED AND RESTATED ARTICLES OF INCORPORATION.

I FURTHER CERTIFY that there have been no changes, alterations or amendments and that, therefore, said RESOLUTION is still in full force and effect and that it is not in conflict with the any provision of the governing Articles of Incorporation or Bylaws governing the Corporation.

WITNESS my hand and seal at BOCA RATON, Florida this 14 day of MAY, 2003.



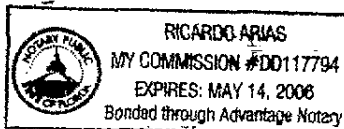
Max Rosa, Acting Secretary

STATE OF FLORIDA )

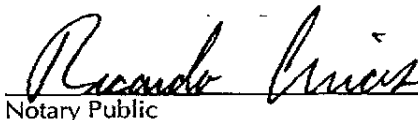
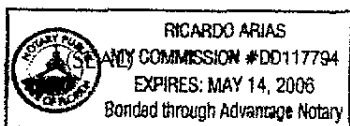
COUNTY OF )

PALM BEACH )

ss.



The foregoing instrument was acknowledged before me this 14 day of MAY, 2003, by Max Rosa, Acting Secretary, Ministerio Catolico Verbo y Vida, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.



Notary Public

RICARDO ARIAS

Print Name