

N95000000214

JAN 17 1995 11:38 PM TO DIVISION OF CORPORATIONS P.01

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3094
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PROGRAMA DE PREVENCIÓN Y ASISTENCIA SOCIAL VIDA NUE
FAX AUDIT NUMBER: H95000000576 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/13/1995 TIME REQUESTED: 17:30:19
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 19 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000000576))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:02:

[Handwritten signature]

1/17/95
KOK

RECEIVED
JAN 17 1995
5:08 PM
TALLAHASSEE, FLORIDA

FILED
95 JAN 17 AM 9:38
TALLAHASSEE, FLORIDA

(19)

ARTICLES OF INCORPORATION

OF

PROGRAMAS DE PREVENCION Y ASISTENCIA SOCIAL VIDA NUEVA, INC.
(NEW LIFE PREVENTION AND SOCIAL ASSISTANCE PROGRAMS, INC.)

The following are the Articles of Incorporation of Programas de Prevencion y Asistencia Social Vida Nueva, Inc., a non-profit corporation.

ARTICLE I

The name of the corporation shall be:

PROGRAMAS DE PREVENCION Y ASISTENCIA SOCIAL VIDA NUEVA, INC.

ARTICLE II

1. To disseminate the Gospel of Jesus Christ and the Word of God, to the end that the people of God may be conformed to the image of Jesus Christ.

2. To bring both families of believers and individual believers in the Lord Jesus Christ together in personal fellowship, both in the home and in cell groups.

3. To regularly assemble together the members of this Church for fellowship one with another and to worship God in spirit and in truth, and to cooperate in the assembling of the whole body of Christ.

4. To provide basic New Testament discipleship to all members.

5. To involve every member of this Church in its fellowship and activities and in the move of the Holy Spirit.

THIS INSTRUMENT PREPARED BY:

ALICIA M. NAVARRO, ESQUIRE
4381 S.W. 12 Street
MIAMI, FLORIDA 33134
(305)445-0439
FLORIDA BAR #798665

RECEIVED
TALLAHASSEE, FLORIDA

95 JAN 17 AM 9:38

FILED

H9500 0000576

H9500 0000576

PAGE 2

4. To solve family and marital problems so that the home life of each member is healthy and fruitful by Biblical standards.

5. To baptize in water; to anoint the sick with oil; to marry; to dedicate infants; to celebrate the Lord's Supper; and to conduct funeral services.

6. To act with charitable concern for, and to help, not only all members of this Church, but also men in need of any help which this Church can give, regardless of race, social position, or religious affiliation; to develop and carry out programs of social action for the poor, widowed, orphaned, afflicted, imprisoned, underprivileged, or aged persons, both within and without this Church.

7. To pray for the needs of all men and for local and national leaders and governments.

8. To support and encourage communication and extension of the Christian life and witness by sound and comprehensive preaching and teaching of the Holy Bible and of the Gospel of the Lord Jesus Christ to all men, both within this fellowship and elsewhere, not only by conventional modes, but also by all means which will accomplish such communication, extension, teaching and preaching, including but not limited to media of communication developed by modern technology; and in aid of such communication, extension, preaching and teaching, but not for private profit, to sponsor, participate in, conduct or engage in radio broadcasting, television broadcasting, the printing or reproducing and publication of

H9500 0000576

H9500 0000576

PAGE 3

recordings, books, and other materials, the establishment and operation of a school or schools, and the holding and conducting of seminars, study groups, work shops and meetings, by either resident or traveling evangelists, teachers, or other elders; to receive offerings for such purposes; and to grant aid and pay reasonable compensation for services actually rendered to persons, firms, and corporations for such purposes.

9. To recognize, support and cooperate with the various ministries established by God to equip believers to fulfill their respective functions as members of the Body of Christ and to bring the whole body of Christ to maturity and completion.

10. To ordain ministers; to assist in the establishment and maintenance of other Churches; and to send forth missionaries for the establishment and upbuilding of other Churches, both domestic and foreign.

11. To help the community in providing services that will include aid to the homeless male and female, providing shelter, food, clothes, counseling that could help them integrate back into society, support groups, Bible classes and referrals to community/governmental medical agencies.

12. To help the community providing aid to the drug addicts and alcoholics, providing rehabilitative counseling and therapy by professionals, assisting them in breaking the addiction cycle and integrating into society to be useful citizens.

H9500 0000576

H9500 0000576

PAGE 4

13. To help the community in general conducting seminars and conferences in Public Schools and churches for Aids prevention. and drug and alcohol prevention.

14. To help the community providing aid to female and male HIV patients giving shelter, food, clothes, counseling, support group, Bible classes, referrals to community government medical agencies and recuperation program for substance abusers. To provide comprehensive care services for children, youth, women, and families who are infected or affected by human immuno deficiency HIV and to link comprehensive care.

15. Services include training community volunteers in the area of prevention for them to serve as liaison between the community and our program and to achieve community awareness for prevention of drug addiction and alcoholism.

16. A health care for homeless children and substance abusers. Establishing centers that provide shelter, food, clothes, Bible classes, education in foreign countries.

17. The general nature of the business or businesses to be transacted by the corporation will be the carrying of the business, businesses, and all related activities, duties, acts and procedures connected with providing for the sick and the needy. Educate people about Aids, HIV, drug addiction, alcoholism, homelessness through television, radio, newspaper, and any other forms of mass communication, holding and conducting seminars and workshops. Associated either directly or indirectly with, but not limited to, miscellaneous services. and other activities to be transacted with

H9500 0000576

H9500 0000576

PAGE 5

either foreign or domestic persons, firms, companies, corporations, partnerships, governments or governmental agencies and other business or businesses, to the full extent permitted by the laws of Florida as a nonprofit corporation. The purposes of the corporation are exclusively charitable/educational/religious within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. 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 of shall be disposed by the Court of Common Pleas, of the county in which the principal office of the corporation is then located, exclusively for such purposes.

ARTICLE III ENABLING POWERS

In order to provide any and all of the services set out above, the corporation shall have the power:

a) To apply for and obtain any and all such licenses and permits of whatever location needed as shall be deemed necessary for the lawful functions of the corporation.

b) To buy, sell or otherwise acquire, handle, hold and dispose of real and personal property or any interest therein; to enter into transactions of any kind or character whatsoever with respect

H95000000576

H95000000576

H9500 0000576

PAGE 7

of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement, or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

g) To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and aid in any way in the formation of any corporation, domestic or foreign.

h) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

j) To borrow money and contract debts when necessary for the transaction or business or for the exercise of its corporate

H9500 0000576

JAN-16-1995 10:52 FROM EMPIRE

TO DIV CON² ELT FI P.03

PAGE 8

rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, payable at a specified event or events, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, now or hereafter authorize, upon such terms and conditions as shall be fixed by the Board of Directors may deem judicious, subject, however, to the provisions of Article III hereof.

k) To acquire by purchase, subscriptions or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

l) To have offices, conduct its business and promote its objects within and outside of the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount.

IN GENERAL, to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principal agents, contractors, trustees, or otherwise, within or outside of the State of Florida, either alone or in company with others, and to carry on any other business in connection therewith, whether specifically stated herein or otherwise, and to do all things not forbidden. and with all the powers conferred upon nonprofit corporations by the laws of the

PAGE 9

State of Florida. To the end that the foregoing objectives and purposes and any related religious and charitable purposes may be carried out, performed and accomplished, this corporation shall have the power to engage only in such activities as shall not constitute business unrelated to its religious, benevolent, charitable, literary, and educational purposes. It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this third Article of these Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other articles or paragraphs of these Articles of Incorporation and shall be regarded as independent objects, purposes and powers, and the enumeration of specific purposes and powers shall not be constructed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of objects or purposes herein shall be deemed to exclude or in any way limit by inference any powers, objects, or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida, now or hereafter in effect, or impliedly by any reasonable construction of said law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the

H9500 0000576

H9500 0000576

PAGF 10

Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, and contributions to which are deductible pursuant to Section 170(c)(2), of the Internal Revenue Code of 1954, or corresponding provisions of any future United States Internal Revenue Code.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to operate without stock as per the Laws of Florida.

ARTICLE V BEGINNING CAPITAL

The amount of capital with which this corporation will be started has not been determined yet.

ARTICLE VI TERM

The existence of the corporation is to be perpetual.

ARTICLE VII PLACE OF BUSINESS

The office and principal place of business of this corporation shall be 2845 S.W. 21 Terrace, Miami, Florida 33145 and the Registered Agent in charge of such office shall be: Julio Perez, Senior Pastor at 2845 S.W. 21 Terrace, Miami, Florida 33145.

H9500 0000576

H9500 0000576

PAGE 11

ARTICLE VIII
OFFICERS, ELDERS/DIRECTORS AND MEETINGS

The business of this corporation shall be conducted by its officers, which shall consist of not less than three (3) officers, a president, a vice president, and a secretary-treasurer, or a secretary, and a treasurer, all of whom shall be ruling Elders; and such other assistant or administrative officers as are determined by the Council of Elders from time to time. The Council of Elders (Directors) shall appoint the officers, and the officers shall serve at the pleasure of the Council of Elders; provided, however, that any person dealing with the corporation shall be entitled to rely upon any documents signed in behalf of the corporation by its president or vice-president with its corporate seal thereto affixed and attested by its secretary. The number of officers may be changed from time to time through By-Laws, but shall never be less than three (3). The Council shall hold their annual and special meetings as the By-Laws may provide and may have one or more offices, within or outside of the State of Florida. The manner in which the officers are to be appointed shall be stated in the By-Laws.

The names and street addresses of the First Council of Elders (Directors) and officers of the corporation are:

NAME	ADDRESS	TITLE
JULIO ^{E.} PEREZ Senior Pastor	2845 S.W. 21 Terrace Miami, Florida 33145	President/Treasurer

H9500 0000576

H9500 0000576

JAN-16-1975 10:53 FROM EMPIRE

TO DIU CORP ELT FI P.12

PAGE 12

INES MARIA PEREZ	2845 S.W. 21 Terrace Miami, Florida 33145	Secretary
ANTONIO VERDUGO	2845 S.W. 21 Terrace Miami, Florida 33145	Vice-President

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended at any special meeting of the Council of Elders called for that purpose, or at any regular meeting of the Council of Elders; provided, however, that notice of the fact that an amendment to the Articles of Incorporation is to be considered shall be given in writing to the ruling Elders at least one week prior to the date of such meeting. Upon adoption by the Council of Elders, and upon filing with the Secretary of State of the State of Florida, the amendment shall become effective as to these Articles of Incorporation; provided, however, that no amendment to the Articles of Incorporation shall ever conflict with the purposes and powers of this Church as set forth in Articles II and III hereof.

ARTICLE X MEMBERSHIP

The membership of this corporation shall consist of all persons hereinafter named as subscribers to these Articles of Incorporation and all persons who shall meet the following qualifications for membership and who shall be admitted, in the following manner:

H9500 0000576

H9500 0000576

PAGE 13

H 9500 0000576

1. In order to qualify for membership in this Church a prospective member must accept, believe in, and rely on Jesus Christ for his salvation; must believe that the Holy Bible is the Word of God; must confess his faith in Jesus Christ and give evidence of his intention to keep his commandments; must commit himself to participate actively in the fellowship of the Church; and must submit himself to the authority of the Council of Elders and the discipline of the Church.

2. To Council of Elders shall determine whether any applicant for membership meets the foregoing qualifications; and if so, the applicant shall be admitted to membership in this Church.

ARTICLE XI COUNCIL OF ELDERS: ELDERS

H 9500 0000576

The affairs of the Church, both spiritual and secular, shall be directed by a Board of Directors which shall be referred to as the Council of Elders and which shall consist of not less than three (3) members who shall be referred to as ruling Elders. The minimum number of ruling Elders may be increased in accordance with the needs of the Church as determined from time to time by the Council of Elders. The ruling Elders themselves must be members of the Church; they must possess the qualifications of Elders as set forth in the relevant teachings of the New Testament and they shall have the duties of Elders as set forth therein. Subject to the provisions of section 741.07, Florida Statutes, and to any rules or by-laws which may be adopted by the Council of Elders, the ruling

PAGE 14

Elders of this Church shall be authorized to conduct weddings and funerals. Ruling Elders once set in office shall serve so long as they remain members of the Church unless sooner removed as set forth hereinafter.

The Council of Elders shall appoint such Elders. In addition to the ruling Elders, as may be necessary to properly minister to the membership and carry out the purposes for which this Church is organized. Elders so appointed must possess all of the qualifications of ruling Elders, as set forth in the first paragraph of this Article XI; shall have the duties of Elders as set forth in the New Testament; and once appointed shall serve so long as they remain members of this Church, unless sooner removed as set forth hereinafter.

The initial ruling Elders, as set forth in Article VIII hereof, shall be deemed to have been set in office as of the time these Articles are approved, and filed by the Secretary of State of the State of Florida. Thereafter, in the event of a vacancy on the Council of Elders, whether caused by resignation, removal, death, or expansion of the Council, the ruling Elders then serving shall suggest to the membership of the Church the name of a member (who may be an Elder) deemed to be qualified to serve. If there be no unresolved objection on the part of the membership the member so suggested shall be set in office as a ruling Elder; but if there be an unresolved objection, the ruling Elders shall suggest another name, and the process shall continue until the vacancy or vacancies

H9500 0000576

H9500 0000576

PAGE 15

shall have been filled.

The Council of Elders will make every effort to act with unanimity; but in any event all actions of the Council of Elders shall be with the concurrence of at least two-thirds (2/3) of the ruling Elders.

The Council of Elders shall be responsible for the maintenance of scriptural discipline within the Church and its membership, as well as for the maintenance of membership standards. In the event the Council of Elders, after due examination, should decide that a member no longer fulfills the requirements for membership, his membership shall be terminated, and he shall be appropriately notified. Similarly, if the Council of Elders, after due examination, should determine that an Elder or ruling Elder no longer fulfills the requirements for Elders, such Elder shall be removed from his position as an Elder or ruling Elder, but not necessarily from his membership in the Church, unless he shall also no longer fulfills the requirements for Church membership.

Any decision of the Council of Elders shall be final and not subject to appeal to any higher church court or other body.

ARTICLE XII SUBSCRIBERS

The name and street address of the subscriber of these Articles of Amendment is as follows:

NAME	ADDRESS
^{E.} JULIO PEREZ Senior Pastor	2845 S.W. 21 Terrace Miami, Florida 33145

H9500 0000576

PAGE 16

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the elders/directors of this corporation is or are interested in, or is an elder/director or officer, or are elders/directors or officers of such other corporation.

IN WITNESS THEREOF, the undersigned incorporator/subscriber has executed these Articles of Amendment this 13th day of January, 1995. Julio^E Perez is personally known to me.

Rev. Julio Perez
JULIO PEREZ
Senior Pastor/President/Treasurer

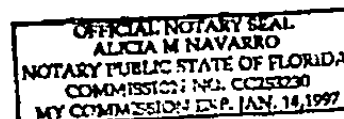
STATE OF FLORIDA)
COUNTY OF DADE) S.S.

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JULIO^E PEREZ, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 13th day of January, 1995.

A. Navarro
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



H9500 0000576

H9500 0000576

PAGE 18

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Programas de Prevencion y Asistencia Social Vida Nueva, Inc. (New Life Prevention and Social Assistance Programs, Inc.)

2. The name and address of the registered agent and office is:

JULIO PEREZ, SENIOR PASTOR
President/Treasurer
2845 S.W. 21 Terrace
Miami, Florida 33145

Rev. Julio Perez
JULIO PEREZ, REGISTERED AGENT

Date: 1-15-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF CHAPTER 617, FLORIDA STATUTES.

Signature: Rev. Julio Perez

Date: 1-13-95

FILED
95 JAN 17 AM 9:38
TALLAHASSEE, FLORIDA

H9500 0000576