

N 95000001734

TRANSMITTAL LETTER

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

SUBJECT: CONGREGACION EVANGELICA EL PODER DE DIOS, 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

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: ANTONIO MORAN

Name (Printed or typed)

18824 West Lake Drive, Country Club

Address

Miami, FL 33015

City, State & Zip

(305) 829-0607

Daytime Telephone number

400001451024
04/07/95--01093--002
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NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION
OF
CONGREGACION EVANGELICA EL PODER DE DIOS, INC.
(EVANGELICAL CONGREGATION THE POWER OF GOD, INC.)
(A Florida Nonprofit Church Corporation)

ARTICLES OF INCORPORATION
OF
CONGREGACION EVANGELICA EL PODER DE DIOS, INC.
(EVANGELICAL CONGREGATION THE POWER OF GOD, INC.)
(A Florida Nonprofit Church Corporation)

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together for the purpose herein stipulated to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, operating in accordance with the laws of God and in a non-profit corporation form and manner pursuant to the applicable provisions in accordance with Chapter 617, of the Statutes of the State of Florida relative to corporations not-for-profit, and we hereby covenant and agree as follows:

A R T I C L E I

The name of this non-profit corporation is:

CONGREGACION EVANGELICA EL PODER DE DIOS, INC.

This Church Corporation may, for convenience, be referred to as: (english translation)

(EVANGELICAL CONGREGATION THE POWER OF GOD, INC.)

A R T I C L E I I

The place in this state where the principal office of the Corporation is to be located is 10550 N.W. 77th Court, Suite 223 in the City of Hialeah Gardens, and County of Dade.

The mailing street address and city of the initial registered office of the corporation is 18824 West Lake Drive Country Club in the City of Miami, in the State of Florida 33015, and the name of the registered agent at such address is:

Antonio Moran

ARTICLE III

TERM OF EXISTENCE

The period of duration of this corporation is "perpetual," unless dissolved according to law. Corporate existence shall commence upon "filing with the Secretary of State."

ARTICLE IV

STOCK

This corporation is organized under nonstock basis.

ARTICLE V

Said corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI

PURPOSES

The objectives and purposes for which this Church Association is constituted and this corporation organized are:

1. To establish and maintain a church or churches and provide a place of worship in Dade County, Florida.

2. 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 through television, radio, newspaper and any other forms of mass communication and through the establishment and management of Gospel missions, churches and other ministries, hereinafter referred to as "Ministry," as follows:

a) To engage in, promulgate, foster, promote and otherwise cause to be affected the preaching, teaching and spreading of the Gospel, tenets, principles, concepts admonitions, words, thoughts, projections, revelations and the whole embodiment of the Holy Bible, according to its purposes, reasons for being and existence, together with all concepts, reasoning's and precepts, and more particularly the revelation of and speaking of God, the Father and Creator, to man and mankind.

b) To engage in the ministry to man and mankind without limitation, which ministry shall include, but shall not be limited to, the soul and spiritual aspect, the economic and social improvement, enhancement and well-being, the - psychological aspect, the physical aspect, the intellectual aspect, and all other facets and areas of the life of man and mankind and/or the human being of all ages and in all areas for the purpose of improving and enhancing the human life to the glory of God and for the human beings own enhancement, elevation and progress.

c) To foster and promote the improvement and highest attainment in the areas of economic well-being, social relationships, intellectual achievements, physical improvement and spiritual development and growth of the purpose of enabling mankind of all ages and stations, regardless of the status of each individual, to form a more realistic attitude and approach to God as the Father and Creator of all things and the continuous improvements in the relationship of human beings among themselves.

In the foregoing respects, it will not be the purpose of this church to promulgate secularistic, social and political concepts inasmuch as the purposes of the church are to promote relations with God as the Creator and redeemer under the belief and principles that such relationship will then be reflected among all men for the enhancement and elevation thereof.

d) To evangelize the world with the Gospel of Jesus Christ as taught in the Holy Scriptures and historically believed by Evangelical Christians.

e) To regularly assemble together the members of this church and ministry 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.

f) To involve every member of this church ministry in its fellowship and activities and in the move of the Holy Spirit.

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

h) To baptize in water, to anoint the sick with oil; to marry; to dedicate infants; to celebrate the Lord's Supper and to bury.

i) 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 means which will accomplish such communication,

extension, teaching and preaching including, but not limited to, media of communication developed by modern technology; but not for private profit, to sponsor, participate in, conduct or engage in radio broadcasting; television broadcasting; the printing or reproducing and publication of 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 evangelist, 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.

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

k) To do any and all things for the purpose of carrying out the purposes, work and mission of the corporation wherein services, aid and assistance to mankind may be accomplished or affected.

l) To acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefits of the members and not for pecuniary profit.

m) To take, receive, own, hold, administer, distribute and dispose of property of all kinds, whether real, personal or mixed, acquire by gift, devise, bequest or otherwise, for the advancement, promotion, extension or maintenance or such causes and objects, or any of them; and in addition to and not in limitation of the foregoing purposes and powers, the corporation may acquire, take, receive, hold, own, administer, distribute and dispose of, gifts or donations of property, real, personal or mixed, designated by the donors for causes or objects hereinasabove mentioned, or any of either of them.

n) To issue bonds and/or certificates of indebtedness as may be necessary for the financing of the projects of the Corporation, provided always that such bonds and/or certificates of indebtedness shall be issued in accordance with laws of the State of Florida.

o) To do any and all things usual and customary, permitted by the law to be done by corporations not for profit and incorporated under Chapter 617 or the Florida Statutes as amended.

3. The general purposes for which this corporation is formed are to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and to obtain contributions and or gifts which are deductible pursuant to section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent federal tax laws, including for such purposes the making of distributions to organizations which qualify as tax-exempt organizations under that code.

To the end of foregoing objectives and purposes and any related religious and charitable purposes that may be carried out, performed and accomplished, this non-profit corporation shall have the power to engage only in such activities as shall not constitute business unrelated to its religious, charitable, literary and educational purposes.

4. The purposes for which this corporation is formed are purely religious, charitable, literary or educational and not for financial gain, and no financial gain shall ever accrue to any member of this corporation, nor any other person or institution in the conduct of the same, but any receipts of this corporation in excess of the expenses of operating and maintaining same shall be applied by the trustees to carry out the purpose of this corporation or any other non-profit tax-exempt charitable organization, as they in their judgment may deem wise.

5. The foregoing purposes shall be construed as both objects and powers and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.

6. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Five hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

A R T I C L E V I I

QUALIFICATION OF MEMBERSHIP

The qualifications for members and the manner of their admission are:

Active membership in this organization shall be open to all persons who desire to embrace the precepts, doctrines and regulations of this organization. The membership shall consist of all persons hereinafter named as incorporators to these Articles of Incorporation and all persons who shall meet the following qualifications for membership and who shall be admitted, in the following:

1. In order to qualify for membership in this church, a prospective member must accept and believe in the following and be approved for membership by the Board of Directors of the church.

a) Accept, believe, confess and trust in Jesus Christ as our only Lord and Saviour.

b) Believe that the Holy Bible is the inspired and infallible written word of God. That the Holy Bible contains all of the necessary and sufficient revelation on behalf of God to mankind so mankind may recognize God and His will.

c) There is one God, eternally existent in three persons: God the Father, God the Son, and God the Holy Spirit.

d) In the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death, in His bodily resurrection, in His ascension to the right hand of the Father, in His personal future return to this earth in power and glory to rule for a thousand years.

e) In the Blessed Hope - the rapture of the Church at Christ's coming.

f) The only means of being cleaned from sin (all humans have sinned) is through repentance and faith in the blood shed by our Lord Jesus Christ.

g) Regeneration by the Holy Spirit.

h) That part of the redemptive work of Christ on the cross was to bring healing to the human body.

i) In the baptism of the Holy Spirit.

j) In the baptism in water by immersion (by immersion if there exist no physical impediment that restricts the same).

k) In partaking of the Lord's supper.

l) In the resurrection of both the saved and the lost, the saved to eternal life, the lost to eternal damnation.

m) In participating as an active member in the program of this congregation.

n) In supporting this church with his/her tithes and offerings.

o) In submitting (humble oneself) to the authority of the church Elders and discipline of this congregation.

p) In manifesting to the church Elders their desire to partake as a member of this congregation.

Not considered to be a member of the congregation and is disqualified is anyone whom acts against or believes otherwise to the hereinabove required and stipulated for active membership.

2. The Board of Directors shall determine whether any applicant for membership meets the foregoing qualifications, and if so, the applicant shall be admitted to membership in this church.

A R T I C L E V I I I

INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than Three (3). The names and addresses of the initial director(s) of the corporation are as follows:

<u>N a m e</u>	<u>A d d r e s s</u>
1. Antonio Moran	18824 West Lake Drive Miami, FL 33015
2. Elena Viamontes	14535 S.W. 43rd Terrace Miami, FL 33175
3. Ada E. Rodriguez	995 West 80th Place Hialeah, FL 33014

ARTICLE IX

OFFICERS

1. The affairs of this corporation shall be administered by its officers, which shall be members of the Board of Directors; and such other assistant or administrative officers as are determined by the Board of Directors from time to time.

2. The Board of Directors shall appoint the officers and the officers shall serve at the pleasure of the Board of Directors; 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 with its corporate seal thereto affixed and attested by its secretary.

3. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>N a m e</u>	<u>T i t l e</u>
1. Antonio Moran	President/Director
2. Elena Viamontes	Treasurer/Director
3. Ada E. Rodriguez	Secretary/Director

A R T I C L E X

BOARD OF DIRECTORS (TRUSTEES)

The management and control of the corporation shall be vested in the Board of Directors (Trustees) whose number, powers, functions, jurisdiction, duties and responsibilities shall be as follows:

1. Number of Directors (Trustees): There shall not be less than three (3) Directors. At least one (1) of the said three directors shall be an ordained minister of the Gospel of Jesus Christ. The directors shall have the power to elect additional directors. The minimum number of Directors may be increased or diminished from time to time in accordance with the needs of the church as determined by the Board of Directors.

2. Initial Directors (Trustees): The initial Directors, as set forth in Article Eight 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. These Directors shall serve until the next annual election to Directors and until his successor shall have qualified or until his earlier resignation, removal or death.

3. Vacancy in Board of Directors (Trustees): In the event the vacancy on the Board of Directors prior to the annual election, whether caused by resignation, removal, death or expansion of the Board, or termination of membership as hereinafter provided, the Directors then serving shall suggest to the membership of the corporation the name of a member to be qualified to serve. If there is no unresolved objection on the part of the membership the member so suggested shall be set in

office as the Director; but if there is an unresolved objection, the Board of Directors shall suggest another name and process shall continue until the vacancy or vacancies shall have been filled.

4. Annual Meeting: At the annual meeting of Directors and members, which shall be held at 8:00 o'clock p.m. on the first (1st.) Monday in December of each year, at the Principal Office of the Corporation, or at such other place or date as the Board of Directors may designate from time to time by resolution, the Directors then serving shall suggest to the membership of the corporation the name of a member (who may be a Director presently serving) deemed to be qualified to serve as Director for the ensuing year. If there be no unresolved objection on the part of the membership, the member so suggested shall be set in office as a Director; but if there be an unresolved objection, the Directors then serving shall suggest another name and the process shall continue until all positions in the Board of Directors have been filled.

5. Voting: Except as required by law, the voting power of this corporation shall be vested only in the Board of Directors. The actions of the Board of Directors including, but not limited to the removal of a Board Member for cause, shall be with the concurrence of at least two-thirds (2/3) vote of the members constituting the Board of Directors. The Directors may, at their discretion, request the membership to vote in such matters as in the judgment of the Directors, votes shall be to the best interest of the corporation, membership voting shall not be required and it shall not be mandatory, except to vote on such matters as required by law.

6. **Membership Voting:** Special meetings of members and/or directors may be called as provided by law, for purposes not inconsistent with law, these Articles or the By-Laws of the Corporation. The affirmative vote of two-thirds (2/3) of the membership represented at such meeting or the annual meeting shall constitute the act of the members. Notice of meeting may be waived and actions of members may be taken without a meeting in accordance with procedures established by law and referred to under section 617.0721, Florida Statutes.

7. **Corporate Powers:** All corporate powers shall be exercised by or under the authority of and the management of the corporation in all of its affairs, both spiritual and secular, shall be vested solely in the Directors without limitation, except as may be limited by law, these Articles or the By-Laws of the Corporation.

8. **Membership:** The Board of Directors shall be responsible for the maintenance of scriptural discipline within the ministry and its membership as well as the maintenance of membership standards.

In the event the Board of Directors after due examination shall decide that a member no longer fulfills the requirements for membership, his membership shall be terminated and he shall be properly notified. Any decision of the Board of Directors shall be final and not subject to appeal to any higher ministry or other body.

A R T I C L E X I

B Y - L A W S

1. The Board of Directors of this corporation may provide such by-laws of the conduct of this business and the carrying -

out of its purposes as they may deem necessary from time to time.

2. Upon proper notice the by-laws may be made, altered, or rescinded upon a two-thirds (2/3) vote of the members present at any regularly scheduled business meeting of the church.

A R T I C L E X I I

A M E N D M E N T S

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds (2/3) vote of those present.

2. Amendments may also be made at regular meetings of the membership upon notice given, as provided in the by-laws, of intention to submit amendments.

3. These Articles of Incorporation may be amended as provided in section 617.1002, Florida Statutes. Upon adoption of the Amendment(s) and upon filing with the Secretary of State of the State of Florida, the amendment(s) shall become effective as to these Articles or Incorporation provided; however, that no amendment(s) to the Articles of Incorporation Shall ever conflict with the purpose and powers of this ministry as set forth in Articles Six and Thirteen hereof.

A R T I C L E X I I I

P O W E R S

To the end that the foregoing purposes and any other related religious and charitable purpose and objects may be carried out, performed and accomplished, and to obtain funds or income for said religious and charitable purposes, this corporation shall have the power to:

1. Acquire, either by gift, grant, purchase, devise of bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge, or otherwise encumber, lease, improve and dispose of real, personal or mixed property, wheresoever situated; to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the corporation or in any other manner, and for its benefit and in its behalf, through such persons or agent as it may determine or select from time to time by majority action of the directors; to receive donations, gifts, and endowments, and to administer the same; all such real, personal and mixed property so acquired or received by gift, grant, devise, bequest or donation shall be used and employed, however, for religious, educational and charitable purposes and not for pecuniary profit of the members.

2. Formulate and adopt by-laws and to alter and rescind the same, provided, however, that said by-laws shall be agreeable to, within and not beyond or contrary to the powers herein granted, or to any laws of the United States or State of Florida.

3. And in general, to possess and exercise all the rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.

4. Notwithstanding anything contained herein to the contrary the powers of this corporation are expressly limited to those of any organization described in section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV

MEETINGS

1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the by-laws.

2. The corporation may provide in its by-laws for the holding of additional regular meetings and any special meetings, and shall provide notice of such meetings.

3. The percentage of the members necessary to constitute in the quorum for the holding of any meeting(s) shall be determined in the by-laws.

ARTICLE XV

DISTRIBUTION OF ASSETS UPON DISSOLUTION

This corporation may be dissolved only pursuant to the agreement of two-thirds (2/3) of the Board of Directors. In the event of such dissolution, the board of directors shall, after paying or making provision for paying all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, and literary purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Dade County, Florida, if

Dade County is then the location of the principal office of the corporation, or by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

A R T I C L E X V I

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private individual, except for reasonable compensation for services actually rendered.

A R T I C L E X V I I

SELF-DEALING

Any other provision hereof to the contrary notwithstanding, the corporate income for each taxable year must be distributed at such time and in such manner as not to subject the corporation to tax under Internal Revenue Code 4943(c), from making any investment's in such manner as to subject the corporation to tax under said Internal Revenue Code 4944, and from making any taxable expenditures (as defined in said Internal Revenue Code 4945(d)).

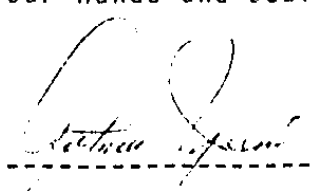
ARTICLE XVIII

INCORPORATORS

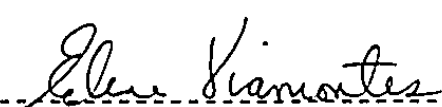
The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

<u>N a m e</u>	<u>A d d r e s s</u>
1. Antonio Moran	18824 West Lake Drive Miami, FL 33015
2. Elena Viamontes	14535 S.W. 43rd Terrace Miami, FL 33175
3. Ada E. Rodriguez	995 West 80th Place Hialeah, FL 33014

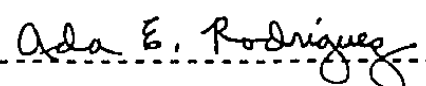
IN WITNESS WHEREOF, we the undersigned, being the Incorporators and Directors hereinasabove named, for the purposes of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals this 3 day of April, A.D. 1995.



Antonio Moran



Elena Viamontes



Ada E. Rodriguez

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE
OF

CONGREGACION EVANGELICA EL PODER DE DIOS, INC.
(EVANGELICAL CONGREGATION THE POWER OF GOD, INC.)
(A Florida Nonprofit Church Corporation)

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 this non-profit corporation is:

CONGREGACION EVANGELICA EL PODER DE DIOS, INC.

This Church Corporation may, for convenience, be referred to as: (english translation)

(EVANGELICAL CONGREGATION THE POWER OF GOD, INC.)

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

Antonio Moran

18824 West Lake Drive

Miami, FL 330152

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: 4 / 3 / 1995

Antonio Moran

Antonio Moran