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ARTICLES OF INCORPORATION

OF

LAST DAY DELIVERANCE FOR ALL PEOPLE MINISTRIES, INC.

A corporation not for profit, organized  
pursuant to the provisions of Chapter 617.01,  
Florida Statutes

Elder James W Dawkins Sr.  
1630 N.W. 153<sup>rd</sup> St.

OPA-Hocka, Fl. 33054-2923

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SECOND FLORIDA  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

95 JUN 21 AM 10:18

LAST DAY DELIVERANCE FOR ALL PEOPLE MINISTRIES, INC. OF DADE  
TALLAHASSEE, FLORIDA

A corporation not for profit, organized  
pursuant to the provisions of Chapter 617.01,  
Florida Statutes

We, whose names are signed hereto, do hereby associate ourselves together for the purpose of forming a body corporate, not-for-profit, under the laws of the State of Florida and under the following proposed charter:

ARTICLE I

The name of this corporation shall be LAST DAY DELIVERANCE FOR ALL PEOPLE MINISTRIES, INC., and its principal office shall be in the City of Opa-Locka, Dade County, Florida, for the transaction of the affairs of this corporation.

ARTICLE II. PURPOSES AND POWERS

A. PURPOSES

The purposes for which this corporation is organized are:

1. This corporation is organized exclusively for religious purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue law), 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 of 1954 (or the corresponding provision of any future Internal Revenue law).
2. Without limiting the generality of foregoing, this corporation shall have the following purposes:
  - (a) To establish a church built upon the Word of God within a minority community where persons needing salvation can come and be blessed spiritually and materially.
  - (b) To operate as a local church that will enhance family morals and values and present the rules of order, discipline of the organization, and the doctrine of Jesus Christ so that families may be enlightened and instructed in the ways of the Lord.

#### B. POWERS

This corporation shall have the powers, not contrary to law or to the statutes of the State of Florida, incident to or useful or necessary to carry out the purposes for which it is formed, subject, however, to the limitations, duties, and restrictions pertaining to a nonprofit corporation existing under the provisions of Chapter 617.01 Florida Statutes, and subject further to the limitations, duties and restrictions applicable to an organization qualified as exempt from federal income taxation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as said statutes are now in force or may hereafter be amended. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Florida, it is expressly provided that this corporation shall have the following powers:

- (a) To borrow money and give security therefor;
- (b) To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, entity, firm, association or corporation, private, public or municipal, or with any government or governmental, municipal or public entity, domestic or foreign;
- (c) To receive any gift, grant, contribution or devise and hold and use the same for the general purposes or any special purposes of this corporation; provided that gifts with conditions shall be accepted only if they are consistent with religious purposes;
- (d) To acquire from time to time for such uses and purposes, by purchase, gift, will or otherwise, real and personal property and to own, hold, control, administer, sell, exchange, mortgage or otherwise dispose of all or any part of such properties;
- (e) To act as trustee of any funds or property that it may receive under specific or limited grants or agreements or under any will and to have and exercise the right to hold or manage such funds under the terms and conditions imposed by any such trust, grant, agreement or will;
- (f) To do everything necessary, convenient or incidental to the accomplishment of the purposes of this corporation or which is calculated, directly or indirectly, to promote the welfare or interests of this corporation;
- (g) To do any and all things in this article set forth to the same extent a natural person might or could do, in any part of the world, as principal, agent, contractor, trustee or otherwise, either alone or in company with others.

### C. LIMITATIONS

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue law). Said limitations include, but are not restricted to, the requirement that no part of the net earnings of this corporation shall inure to the benefit of or be distributable to any private individual, except that this 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 these Articles; that no part of its activities shall consist of the carrying on of propaganda or otherwise attempting to influence legislation; and that it shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

To the extent that this corporation should at any time be subject to Section 4941 through 4945 of the Internal Revenue Code of 1954 (or corresponding provision of any future Internal Revenue law); then this corporation:

- (a) Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue law);
- (b) Shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue law);
- (c) Shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue law);
- (d) Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue law);
- (e) Shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue law).

### ARTICLE III. MEMBERS

This corporation shall have unlimited members.

### ARTICLE IV. DURATION

This corporation shall have perpetual existence.

### ARTICLE V. DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors. The number of directors shall be not less than seven (7) nor more than twenty-one (21). The number of directors constituting the initial Board of Directors of this corporation shall be seven (7).

The number of directors and the manner of electing successor directors may be fixed or changed from time to time by appropriate provisions of the by-laws of this corporation adopted by the vote or written assent of a majority of the directors of this corporation.

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees shall have and exercise such authority of the Board of Directors in the management of this corporation as may be delegated by the Board, within such limitations as may be imposed by Chapter 617.01, Florida Statutes.

### ARTICLE VI. TITLE TO PROPERTY

The title to all property of the corporation shall be held in the name of the corporation or as otherwise may be provided pursuant to the authority of the charter and by-laws of the corporation. Any gift, bequest, devise or donation of any kind whatsoever to the corporation or its Board of Directors shall be deemed to vest title in the corporation.

### ARTICLE VII. OFFICERS

The officers of the corporation shall be a President (Overseer), Vice-President (Assistant Overseer), Recording Secretary, Treasurer and Financial Secretary. Each of the said officers shall be elected by the Board of Directors at any annual meeting and the officers so elected shall hold office until the next annual meeting following their election and thereafter until their successors are duly elected and qualified. The offices of President (Overseer) and Vice President (Assistant Overseer) shall be filled from the membership of the Board of Directors. Any two or more offices may

be held by the same person, except the offices of President and Secretary.

ARTICLE VIII. BOARD OF PRESBYTERY AS BOARD OF ELDERS

A Board of Presbytery of Board of Elders composed of no. less than seven (7) nor more than nine (9) prominent men and women may be selected in the manner and for such duties as shall be provided and set forth in the by-laws, provided, however, that said Board of Presbytery as Board of Elders shall constitute only an advisory board to consult and advise with said Board of Directors.

ARTICLE IX. SEAL

The seal of the corporation shall be inscribed with the following words: "Last Day Deliverance For All People Ministries, Inc.

ARTICLE X. MEETINGS

The meetings of the Board of Directors and the Board of Presbytery as Board of Elders shall be at such time as shall be set forth in the by-laws.

ARTICLE XI. BY-LAWS

The by-laws of this corporation are to be made, altered and rescinded only by majority vote of all members of the Board of Directors provided that at least ten (10) days written notice is given of intention to alter, amend, repeal or to adopt new by-laws at such meeting.

ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation may be proposed and adopted by a majority vote of all of the members of the Board of Directors provided that at least ten (10) days written notice setting forth the proposed amendment is given to the members of the Board of Directors prior to any such meeting wherein said amendment is considered.

ARTICLE XIII. INITIAL OFFICERS

The names of the officers who are to serve until the first election shall be as follows:

President	James W. Dawkins, Sr.
Secretary	Deborah Williams
Treasurer	Janice Dawkins

ARTICLE XIV. INITIAL BOARD OF DIRECTORS

The names of the Board of Directors who are to serve until the first election shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
James W. Dawkins, Sr.	1630 N.W. 153rd Street Opa-Locka, Florida 33054
Cynthia Benjamin	16331 N.W. 37th Place Opa-Locka, Florida 33054
Janice Dawkins	1630 N.W. 153rd Street Opa-Locka, Florida 33054
Deborah Williams	12595 N.W. 16th Avenue North Miami, Florida 33167

ARTICLE XV. DEFENSE AND INDEMNIFICATION  
OF OFFICERS AND DIRECTORS

This corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his/her heirs, executors and administrators against liability and against expenses reasonably incurred by his/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a director or officer of this corporation, except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he/she may be entitled.

ARTICLE XIV. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to the state or local government, for a

public purpose, and none of the assets will be distributed to any member, officer or trustee of this organization.

ARTICLE XVII. INCORPORATORS AND SUBSCRIBERS

The names and residences of the incorporators and subscribers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James W. Dawkins, Sr.	1630 N.W. 153rd Street Opa-Locka, Florida 33054
Cynthia Benjamin	16331 N.W. 37th Place Opa-Locka, Florida 33054
Janice Dawkins	1630 N.W. 153rd Street Opa-Locka, Florida 33054
Deborah Williams	12595 N.W. 16th Avenue North Miami, Florida 33167

We the undersigned, being the original founders, subscribers and Board of Directors herein above named, for the purpose of forming a not-for-profit corporation to conduct the affairs within the State of Florida, under the laws of the State of Florida, do make and file this certificate hereby declaring and certifying that the facts herein stated are true.

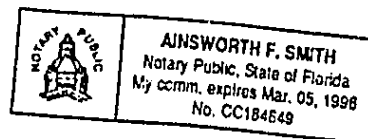
IN WITNESS WHEREOF, this incorporation and subscribers have hereunto set their hands and seals this \_\_\_ day of \_\_\_, 1995.

James W. Dawkins, Sr. (Seal)  
James W. Dawkins, Sr.

Janice Dawkins (Seal)  
Janice Dawkins

Deborah Williams (Seal)  
Deborah Williams

Cynthia Benjamin (Seal)  
Cynthia Benjamin

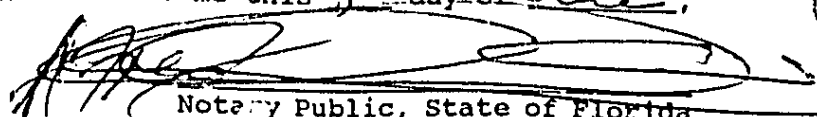




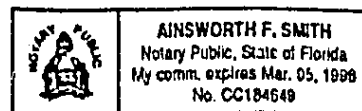
STATE OF FLORIDA     )  
                              ) ss:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, this day personally appeared JAMES H. BAYLIS, Cynthia D. Benson, Deborah J. Williams who, after being by me first duly sworn, depose and say that they executed the above and foregoing Article of Incorporation this day for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 5<sup>th</sup> day of June, 1995.



Notary Public, State of Florida  
My Commission Expires:



RIL:le  
lastday/article.01  
05/03/95

CERTIFICATE

FILED

DESIGNATING PLACE OF BUSINESS 95 JUN 21 AM 10:18

AND

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DESIGNATING RESIDENT AGENT

The LAST DAY DELIVERANCE FOR ALL PEOPLE MINISTRIES, INC.,  
desiring to organize as a corporation not for profit under the laws  
of the State of Florida, has designated:

16331 N.W. 37th Place  
Opa-locka, Florida 33054

as its principal office in Dade County, Florida and has named:

Cynthia Benjamin  
16331 N.W. 37th Place  
Opa-locka, Florida 33054

as its agent to accept service of process within the state.

ACCEPTANCE

Having been filed to accept service of process for the above  
stated non-profit corporation, at the place designated in this  
certificate, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Chapter 48.091, Florida Statutes,  
relative to keeping open said office.

By Cynthia Benjamin  
Cynthia Benjamin

STATE OF FLORIDA:

SS

COUNTY OF DADE :

Before me, the undersigned authority, personally appeared  
Cynthia Benjamin, to me known to be the individual described in,  
and who executed the foregoing Acceptance and acknowledged before  
me that it was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and  
official seal in the City of Opa-locka, County of Dade, State of  
Florida on this 5<sup>th</sup> day of May, 1995.

Notary Public

