

N 9500000 3416

LAZARUS CORPORATE INDUSTRIES, INC.
(Requestor's Name)

890 S.W. 87 AVENUE, SUITE: 16
(Address)

MIAMI, FLORIDA 33174 (305)552-5973
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE
(904)385-6715

OFFICE USE ONLY

000001542610
-07/20/95--01078--013
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. JESUS FRIENDS INTERNATIONAL, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 9:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

FILED
95 JUL 19 PM 2 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. HENDRICKS JUL 19 1995

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

FOR

Jesus Friends International, Inc.

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE 1 NAME

The name of the corporation shall be:

Jesus Friends International, Inc.

ARTICLE 11 PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

5445 Collins Avenue - Suite 1116
Miami Beach, Florida 33140

ARTICLE 111 PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are):

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.

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.

To provide basic New Testament discipleship to people in need of God's Word.

FILED
95 JUL 19 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

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.

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 the Gospel of the Lord Jesus Christ to all men, both with 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, extension, preaching and teaching but not for private profit participate in, conduct, or engage in radio broadcasting, television broadcasting, the printing of 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 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.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

The annual membership meeting of this organization shall be held on the 5th day of July each and every year except if such day be a legal holiday then and in that event the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws. The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting.

The presence of not less than four(4) members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than two(2) weeks from the date scheduled by

these By-Laws and the Secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the President when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) but not more than thirty (30) days before the scheduled date set for such such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of four (4) members of the Board of Directors of ten (10) members of the organization the President shall cause a special meeting to be called but such request must be made in writing at least fifteen (15) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

At all meetings, except for the election of officers and directors all votes shall be viva voice, except that for election of officers ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot. At any regular or special meeting if a majority so requires any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot the Chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

The order of Business shall proceed as follows:

- Roll Call
- Reading of the minutes of the preceding meeting
- Reports of Committees
- Reports of Officers
- Old and Unfinished Business
- New Business
- Good and Welfare
- Adjournments

The business of this organization shall be managed by a Board of Directors consisting of seven (7) members together with the

officers of this organization. At least one of the directors elected shall be a resident of the State of Florida and a citizen of the United States.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of three (3) years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its Chairman after due notice to all the directors of such meeting. Four (4) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the fifth day of each month.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors. The Board of Directors shall select from one of their number a Secretary.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may be in its discretion consider necessary for the best interests of the organization, for this hearing.

The officers of the organization shall be as follows:

President..... Julio Cestero
Vice President..... Aura M. Cestero
Secretary..... Aura M. Cestero
Treasurer..... Aura M. Cestero
The President shall preside at all membership meetings.

He shall by virtue of his office be Chairman of the Board of Directors.

He shall present at each annual meeting of the organization an annual report of the work of the organization.

He shall appoint all committees, temporary or permanent.

He shall see all books, reports and certificates as required by law are properly kept or filed.

He shall be one of the officers who may sign the checks or drafts of the organization.

He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books.

It shall be his duty to file any certificate required by any statute, federal or state.

He shall give and serve all notices to members of this organization.

He shall be the official custodian of the records and seal of this organization.

He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.

He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization.

He shall attend to all correspondence of the organization and shall exercise all duties incident to office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization. He shall cause to be deposited in a regular business bank or trust company a sum of not exceeding \$1,000,000.00 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a savings bank in the State of Florida.

He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it

He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director of officer.

ARTICLE V LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

To the end that the foregoing objectives and purposes and any related religious, philanthropical and charitable purposes may be carried out, performed and accomplished, this organization 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 shall engage only in such activities as are permitted to be carried on by corporations whose income is exempt from taxation pursuant to Section 501 (c) 3, 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. Any provision elsewhere in these Articles of Incorporation to the contrary notwithstanding, this corporation shall not engage in, nor shall any of its assets be used or applied to, activities which constitute carrying on of propoganda, attempting to influence legislation, or participating in or intervening in any political campaigning on behalf of any candidate for public office, nor shall any part of its net earnings or assets inure to the benefit of any private member, except for reasonable compensation for services actually rendered subject to the foregoing limitations, and subject specifically to the provisions of Section 617.0105 of the Florida Statutes, this corporation shall have all of the rights and powers set forth in Section 615.021 of the Florida Statutes. The purposes set forth in Article III hereof shall likewise be construed as powers.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Dr. Rafael B. Medina
5445 Collins Avenue, Unit CU - 17
Miami Beach, Fl. 33140

ARTICLE VII INCORPORATORS

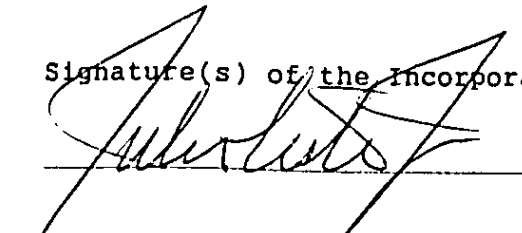
The name(s) and street address(es) of the incorporator(s) for these Articles of Incorporation is (are):

Julio I. Cestero & Aura M. Cestero

5445 Collins Avenue, Suite 1116, Miami Beach, Fl. 33140

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 16th day of JUNE 1995.

Signature(s) of the Incorporator(s)



Aura M. Cestero

Julio I. Cestero

Typed name of incorporator signing

Aura M. Cestero

Typed name of incorporator signing

Typed name of incorporator signing

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 601.0501 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 the corporation is: _____

Jesus Friends Internaitonal, Inc.

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

Dr. Rafael B. Medina

(NAME)

5445 Collins Avenue, Unit CU-17

(P.O. BOX IS NOT ACCEPTABLE)

Miami Beach, Fl. 33140

(CITY/STATE/ZIP)

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.

SIGNATURE

Rafael B. Medina

DATE

6-16-95

REGISTERED AGENT FILING FEE: \$35.00

FILED
95 JUL 19 PM 2 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEBIT MEMORANDUM

FOR OFFICIAL USE

TO : DEPARTMENT OF STATE

DATE

NUMBER

8/11/95
N9500000-3416

401

STATE OF FLORIDA
 OFFICE OF STATE TREASURER
 TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #	
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1	
TRUST	1,072.50	ACCOUNT CLOSED	2	2
OTHER		UNCOLLECTED FUNDS	3	
TOTAL	1,072.50	OTHER	4	

CROSS REF

DISTRIBUTION

SAMAS CODE

REASON

AMOUNT

12	45-20-2-130001-45300000-00-000100-00	1	10.00
12	45-20-2-130001-45300000-00-000100-00	1	50.00
12	45-20-2-130001-45300000-00-000100-00	1	70.00
12	45-20-2-130001-45300000-00-000100-00	4	122.50
12	45-20-2-130001-45300000-00-000100-00	1	122.50
12	45-20-2-130001-45300000-00-000100-00	1	122.50
12	45-20-2-130001-45300000-00-000100-00	1	575.00

GRAND TOTAL:

\$ 1,072.50

Process Date: 07/31/95

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

Bill Nelson
 State Treasurer

RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 21, 1995

Jesus Friends International, Inc.
5445 Collins Avenue
Suite 1116
Miami Beach, FL 33140

SUBJECT: JESUS FRIENDS INTERNATIONAL, INC.
Ref. Number: N95000003416

Debit Memo #: 60401-F

This is to inform you that your check #Counter Check dated July 5, 1995 in the amount of \$122.50 and submitted for JESUS FRIENDS INTERNATIONAL, INC. has been returned to us by your bank because of Nonsufficient Funds.

We request that you remit a cashier's check or money order in amount of \$137.50 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations
Attn: Melinda Lilliston
P.O. Box 6327
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely,
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 595A00039022



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 28, 1995

Jesus Friends International Inc.
5445 Collins Avenue
Suite 1116
Miami Beach, FL 33140

SUBJECT: JESUS FRIENDS INTERNATIONAL, INC.
Ref. Number: N95000003416

Debit Memo #: 60401-F

Due to your failure to respond to our previous letter advising you of the returned check #Counter Check (Signature Yolanda Barrous), the Articles of Incorporation for JESUS FRIENDS INTERNATIONAL, INC. have been cancelled and are considered not filed as of September 28, 1995.

The name of your corporation is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 395A00044447

N95000003416

DATE: 10-5-95

DOCUMENT NUMBER: N95000003416

REACTIVATED ARTICLES OF INCORPORATION, RECEIVED PAYMENT FOR DEBIT MEMO
60401-F IN THE AMOUNT OF \$ 137.50.

MELINDA LILLISTON

100001601611
-10/05/95--01056--018
***137.50 ***137.50