

**H95000003449**

FROM: EMPIRE CORPORATE KIT COMPANY  
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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION  
NAME: HOLINESS BORN AGAIN CHURCH OF JESUS CRIST (APOSTOLIC)  
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95 JUL 21 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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95 JUL 20 PM 12:14

JUL-21-1995 08:57 FROM EMPIRE

TO

DIV CORP ELT FI P.01



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 20, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: HOLINESS BORN AGAIN CHURCH OF JESUS CHRIST (APOSTOLIC)  
INCORPORATED  
REF: W95000014668

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

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If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H95000008016  
Letter Number: 095A00034769

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

JUL-21-1995 08:57 FROM EMPIRE

TO DIU CORP ELT FI P.03

Prepared By:  
Boutique & Associates, P.A.  
7 NW 2nd Street, S 213  
Miami, FL 33134  
Tel: 305-233-1896  
FAX 337940

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**ARTICLES OF INCORPORATION  
OF  
HOLINESS BORN AGAIN CHURCH OF JESUS CHRIST (APOSTOLIC)  
INCORPORATED**

**A Not-For-Profit Corporation**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Whereas, HOLINESS BORN AGAIN CHURCH OF JESUS CHRIST (APOSTOLIC), INCORPORATED (hereinafter called the "Church"), is desirous of forming an entity of worship, a Church; and

Whereas, we desire the incorporation of a corporation for the Church to receive, hold, encumber, manage and transfer property as may be directed by its members in Sessions from time to time;

Now, Therefore, We, the undersigned subscribers to these Articles of Incorporation, being not less than three natural persons competent to contract, do hereby associate ourselves together for the purpose of forming such a non-profit corporation under the laws of the State of Florida, more specifically Chapter 617.

**Article I**

**NAME**

The name of the Corporation is HOLINESS BORN AGAIN CHURCH OF JESUS CHRIST (APOSTOLIC), INCORPORATED.

**Article II**

**ADDRESS**

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The Church's principal place of worship is 4281 NW 167 Street, Miami, FL 33055 and its mailing address shall be 2796 River Run Circle West, Miramar, Florida, 33025.

### Article III

#### AFFILIATIONS AND RELATIONSHIPS

This Church pledges an affiliation to and desires to maintain relationship with the following churches and their congregations:

- A. Holiness Born Again Church of Jesus Christ (Apostolic), located at 5 Barclays Street, Savanna-La-Mar, Westmoreland Jamaica, W.I., whose current pastor is Bishop Z. Nepaul.
- B. Bethel United Church of Jesus Christ Christ (Apostolic), located at 2301 Maryfield Ave., Baltimore, Maryland, 21213, whose Presiding Bishop is Dr. J.R. Lewis.

### Article IV

#### PURPOSES AND POWERS

The purposes for which the corporation exists and its powers, are as follows:

A. To be the corporation which the Church aforesaid has caused to be formed, to receive, hold, encumber, manage and transfer property and to facilitate the management of its civil affairs in such a manner as may be directed by its session from time to time.

B. To take, receive, hold, administer and dispose of all lands, tenements, rents, annuities, franchises, hereditaments, moneys, securities, income and property, real and personal, of any kind, which at any time or times heretofore have been or which at any time and from time to time may hereafter be given, granted, bargained, sold, released, devised, bequeathed, conveyed, transferred,

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assigned, set over or delivered by any person or persons, corporations, associations, trustees, foundations or other forms of organization, to the Church or to this Corporation or to the predecessors of either, or to their use or to the use of any of them, or in trust for them or any of them for the support of any work, activity, purpose, project or interest of the church or its predecessors, in which property of any kind the Church or this Corporation or the predecessors of either have or are intended to have any legal or equitable interest, present or future, vested or contingent.

C. To take over, administer, manage and supervise all civil affairs of the Church, subject to the direction and authority of the Session of the Church.

D. To form, incorporate, terminate or dissolve civil agencies or corporations to carry out any of its purposes, which actions shall be reported to the session of the Church, and to manage, supervise, control, direct and maintain such civil agencies or corporations. Each such civil agency or corporation shall have the same relationship to the Church as this Corporation has.

E. To serve as an agency of the Church in the presentation of the needs and work of the Church.

F. To exercise all the powers conferred by law upon corporations not for profit, to the extent that such powers are not in conflict with the purposes of the Corporation nor with the directions or policy of the Church.

G. To operate exclusively for such religious purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any future United States internal revenue law.

H. This Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the or corresponding provisions of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under section 1709c)(2) of the Internal

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revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

#### Article V

##### LIMITATION

The Corporation is a not for profit corporation under Chapter 617 of the laws of the State of Florida. The Corporation is not formed for pecuniary gain.

No part of the net earnings of the corporation shall be to the benefit of, or be distributable to its members or any other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and contributions in furtherance of the purposes set forth in this Article.

No substantial part of the activities of the corporation shall be the carrying on the 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 any candidate for public office.

#### Article VI

##### DISSOLUTION

If the Church is formally dissolved by the Board of Trustees, or becomes extinct by reason of the dispersal of its members, the abandonment of its work, or other cause, such property as the Corporation may have, both real and personal, and including subsidiary or subordinate civil agencies or corporations, shall be held, used, or applied for such uses, purposes or trusts as the Board of Trustees may direct, limit, or appoint, or such property may be sold or disposed of as the Board of Trustees may direct.

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#### Article VII

##### TERM

The term of the Corporation shall be perpetual unless dissolved according to law.

#### Article VIII

##### MEMBERS

The Members of the Corporation shall be the active members of the Church, HOLINESS BORN AGAIN CHURCH OF JESUS CHRIST (APOSTOLIC), INCORPORATED. Qualification, admission, termination, standing and all other terms and conditions of membership shall be the same as those for active membership in the Church, as they now or hereafter exist as provided for in the organization's by-laws. The Members shall not be personally liable for the debts of the Corporation.

#### Article IX

##### TRUSTEES

The Management of the Corporation shall be vested in a Board of Trustees of not less than three Trustees, each of whom must be a Member of the Corporation in good standing. The Members shall elect the Trustees annually, in accordance with the by-laws of the Corporation. The Trustees shall deal with the property of the Corporation only as they may be authorized or directed by the members of the Church.

The Trustees shall exercise their authority in conformity with the actions of the Session as conveyed to them from time to time. The names and addresses of the persons who are to serve as Trustees until the first election thereof are as follows:

##### Name and Address

DAPTON JAMES and PAULINE JAMES  
2796 River Run Circle West,  
Miramar, FL 33025

ANSEL DRUMMOND and CAROLYN DRUMMOND  
15460 SW 73rd Lane, # 4  
Miami, FL 33193

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## Article X

## OFFICERS

The officers of the Corporation shall be a President, a Vice-President, a Secretary, Treasurer, and such other Officers as may be elected by the Trustees from time to time. Two or more offices may be held by the same person, except that the same person may not be President and secretary simultaneously. The officers shall be elected and committees may be established by the Board of Trustees in accordance with the By-Laws of the Corporation. The following persons are to serve as officers until the first election thereof:

Name	Office
Dafton James	President (Pastor)
Ansel Drummond	Vice-President (Asst. Pastor)
Pauline James	Corporate Secretary
Carolyn Drummond	Treasurer

## Article XI

## INDEMNIFICATION

The corporation shall indemnify and advance expenses to (to the fullest extent authorized or permitted by law), any person made or threatened to be made, a party to any action, suit or proceeding, by reason of the fact that the person is or was an Officer or Trustee of the corporation or is or was serving at the request of the corporation as a Trustee or Officer of another corporation, partnership, joint venture, trust, or other enterprise.

Unless otherwise expressly prohibited by law, and except as otherwise provided in the foregoing paragraph, the Board of Trustees of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it

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shall determine, to indemnify or advance expenses to any person made or threatened to be made, a party to any action, suit or proceeding by reason of the facts stated above.

#### Article XII

##### REGISTERED OFFICE AND AGENT

The Street address of the registered office of the Corporation in the state of Florida is: 7 NW 2nd Street, # 218, Miami, FL 33128, and the name of its initial registered agent at such address shall be Gennivieve Henriques.

#### Article XIII

##### BY-LAWS

The power to adopt, alter, amend, repeal, rescind or adopt new By-laws, shall be vested in the Board of Trustees of this corporation, and shall be by majority vote. The By-Laws of this corporation shall be for the government of the corporation and may contain any provision of requirement for the corporation, provided the same is not inconsistent with the Articles of Incorporation or contrary to the laws of this State or of the United States.

#### Article XIV

##### AMENDMENTS

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The Corporation, through its Board of Trustees, reserves the right to amend, repeal, alter or change any provision contained in these Articles of Incorporation, or any amendment to them, in the manner now or hereafter prescribed by statute, and all rights and privileges conferred upon the Members, Officers and Trustees are subject to this reservation.

Proposed amendments may be voted on at any annual meeting or special meeting by a two-thirds vote of the Members present, provided that a full reading of the proposed changes (or a printed distribution of the same) shall have been made in connection with the call of the

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meeting. All amendments must be approved in writing by the Board of Trustees before becoming effective.

Article XV

NON STOCK BASIS

This Corporation is organized on a non stock basis. This corporation shall not issue shares of stock.

Article XVI

SUBSCRIBERS

The names and residence address of the subscribers to these articles of Incorporation are as follows:

Name and Address

DAFTON JAMES and PAULINE JAMES  
2796 River Run Circle West,  
Miramar, Fl 33025

ANSEL DRUMMOND and CAROLYN DRUMMOND  
15660 SW 73rd Lane, # 4  
Miami, Fl 33193

In Witness Whereof, we have subscribed our names and seals this the 15<sup>th</sup> day of July, 1995.

  
Dafton James

  
Pauline James

  
Ansel Drummond

  
Carolyn Drummond

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State of Florida )  
 ) ss  
 County of Dade )

Before me personally appeared Dafton James, Pauline James, Ansel Drummond and Carolyn Drummond who are to me well known and known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me, that they executed said instrument for the purpose therein expressed.

Witness my hand and official seal, this the 17th day of July, A.D. 1995, in the aforesaid County and State.



GENNIVIEVE HENRIQUES  
 My Commission CC#119823  
 Expires Oct. 31, 1998  
 Bonded by H&H  
 800-488-1823

[Signature]  
 Notary Public  
 My Commission expires:

**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR SERVICE OF  
 PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING REGISTERED  
 UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Florida Statutes  
 617.0501, the following is submitted:

That HOLINESS BORN AGAIN CHURCH OF JESUS  
 CHRIST (APOSTOLIC), INCORPORATED., desiring to  
 qualify under the laws of the State of Florida,  
 with its principal place of business at 4281 NW  
 167 Street, Miami, FL 33055 and its Mailing  
 address at 2796 River Run Circle West, Miramar, FL  
 33025 has appointed GENNIVIEVE HENRIQUES, ESQ. as  
 its Registered Agent to accept Service of Process  
 within the State of Florida.

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## ACCEPTANCE

Having been named as Registered agent and designated to accept service of process for the above named corporation at 7 NW 2nd Street, # 218, Miami, Florida. 33128.

I DO HEREBY AGREE TO ACT IN THIS CAPACITY and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.

Dated this 18th day of July, 1995.

  
GENNIVIEVE HENRIQUES, ESQ.

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TALLAHASSEE, FLORIDA

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