

ABC LEGAL CLINIC INC

N95 000003674

3630 Rogero Road
Jacksonville, Florida 32211
(904) 743-0057
Attorneys On Staff

July 27, 1995

Corporation Division
Secretary of State
The Capitol
Tallahassee, Florida 32304

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RE: Articles of Incorporation - AMBASSADORS TO THE NATIONS, INC.

Dear Secretary:

Enclosed please find the original and one fully conformed copy of the Articles of Incorporation of AMBASSADORS TO THE NATIONS, INC., which includes the designation and acceptance of Registered Agent, along with the registered office for service of process, for filing in the office of the Secretary of the State of Florida.

Also enclosed is a check in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified copy of the	
Articles of Incorporation	52.50
Registered Agent	
Designation	<u>35.00</u>
	\$ 122.50

Would you please return the Certified Copy of the Articles of Incorporation to the undersigned as soon as possible.

Sincerely,

Norma E. Power

NORMA E. POWER
3630 Rogero Road
Jacksonville, FL 32277

NEP/tbs

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
OF
AMBASSADORS TO THE NATIONS, INC.
A Non-profit Corporation

RECEIVED
SECRETARY OF STATE
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The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **AMBASSADORS TO THE NATIONS, INC.**

ARTICLE II. PURPOSE

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, including but not limited to:

1. To exist and operate solely for charitable and educational purposes within the meaning of Section 501(c) (3) of the Code.
2. To publish materials including books, tapes, pamphlets, periodicals, leaflets and literature of all types including, but not limited to, a newsletter entitled "Urbi et Orbi"; conduct religious education, counseling and instruction; and to establish, license and ordain domestic and foreign ministers.
3. To operate with regard to race, creed, age, sex, religion or national origin.

4. To feed the hungry, clothe and give shelter to the needy, to visit the sick, minister to those in prison, and to visit and show mercy to the fatherless and widows.

5. To carry out its functions such that no substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempt 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.

6. To qualify under the laws of any other state or country for the carrying out of the purposes and objects of the corporation; to solicit and receive by gift, bequest, devise or in any other manner, money, assistance, and any other form of contributions, whether real, personal, or mixed property, or of services, from any person, firm or corporation; to take, hold and manage any real, personal, or mixed property conveyed to the corporation, and to use the income and principal for the purposes of the corporation; to execute trusts, establish endowment funds, and to form, or cause to be formed, any other corporation under the laws of the State of Florida, or under the laws of any other state or country for the purposes of promoting or accomplishing any or all of the objects for which this corporation is organized; to lease or purchase such real, personal or mixed property as may be necessary or desirable to carry out the purposes of this corporation; to mortgage or otherwise encumber any of its property

or to sell, convey, rent or donate the same; to permit the use of any of its property for educational, charitable, benevolent or other lawful purposes; to contract and be contracted with, sue and be sued, and invest and reinvest the funds of the corporation; and to do all acts and things requisite, necessary, proper, or desirable to carry out and further the purposes for which this corporation is formed.

7. Notwithstanding anything to the contrary herein contained, this corporation shall have the power to do any and all incidental acts and things and to exercise any and all other powers which a partnership or natural person doing business on a non-profit basis could do or exercise as may be authorized by law, and shall possess such general and additional powers as are conferred by the laws of the State of Florida upon non-profit corporations which are likewise and similarly organized, subject to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; provided, however, that this corporation shall be operated exclusively for the attainment of its stated objectives and shall not carry on any activity not permitted to be carried on by a corporation exempt from Federal and State taxation.

8. To have and exercise all powers of any corporation not for profit as the same now exist, or any hereafter exist under the laws of the State of Florida. No part of the assets, income, or profits of the corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private

individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein.

ARTICLE III. CAPITAL STOCK

This corporation is organized upon a nonstock basis, and this corporation shall not issue shares of stock.

ARTICLE IV. TERM OF EXISTENCE

The existence of this corporation shall commence as of the date these Articles are duly filed, and it shall exist perpetually thereafter.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The Resident Agent for this corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in these Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named ROSE TAKACS LITTLE, located at 1760 Ravine Side Drive, Jacksonville, Florida, 32225, as its agent to accept service of process within the State.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be

managed by the Board of Directors. This corporation shall have five (5) directors initially. The number of directors may be increased from time to time, by the By-Laws, but shall never be less than three(3), nor more than seven (7).

Section 2. The Board of Directors shall be members of the corporation.

Section 3. The Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the Corporation are:

REV. VALDEX De L. MACEDO	711 St. Johns Bluff Road Suite #7 Jacksonville, FL. 32225
ROSE TAKACS LITTLE	1760 Ravine Side Drive Jacksonville, FL. 32225
REV. RICHARD M. LYON	1113 Akers Drive Jacksonville, FL 32225
D. CAMERON LACY	550 LeMaster Drive Ponte Vedra Beach, FL 32082
REV. DAVID E. WOODARD	1180 Allspice Circle East Jacksonville, Florida 32244
JAMES A. BURCH, JR.	11375 Shovler Court Jacksonville, Florida 32211

ARTICLE VII. INCORPORATORS

The name and address of the person signing these Articles is:

(REV.) VALDEX De L. MACEDO	711 St. Johns Bluff Drive Suite #7 Jacksonville, FL 32225
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ARTICLE VIII. OFFICERS

Section 1. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

PRESIDENT	REV. VALDEX De L. MACEDO	711 St. Johns Bluff Rd. Suite #7 Jacksonville, FL. 32211
VICE PRESIDENT	JAMES A. BURCH, JR.	11375 Shovler Court Jacksonville, FL. 32211
SECRETARY TREASURER	ROSE TAKACS LITTLE	1760 Ravine Side Dr. Jacksonville, FL 32225
CO-CHAIRMAN PUBLIC RELATIONS	D. CAMERON LACY	550 LeMaster Drive Ponte Vedra Bch, FL 32082
CO-CHAIRMAN PUBLIC RELATIONS	REV. RICHARD M. LYON	1113 Akers Drive Jacksonville, FL 32225
INTERFAITH RELATIONS DIR.	REV. DAVID E. WOODARD	1180 Allspice Circle E. Jacksonville, FL 32244

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE IX. BY-LAWS

Section 1. The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE X. POWERS

Consistent with Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and with Florida Statute 617, and at all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary, or by operation of law:

A. The corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of the law that will or might prevent it at any time qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, contributions to which are deductible for Federal Income Tax purposes; nor shall it engage directly or indirectly in any activity which might cause the loss of such qualification;

B. No part of the assets or net earnings of this corporation shall ever be used, nor shall this corporation ever be organized for the purposes which are not exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended;

C. This corporation shall never be operated for the primary purpose of carrying on trade or business for profit;

D. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall it participate or intervene in any matter, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements or otherwise;

E. This corporation shall never discriminate against any person or persons upon the basis of race, color, creed, religion, sex or age;

F. In accordance with and in addition to the powers conferred by the laws of the State of Florida, the Non-Profit Corporation shall have the power to conduct and carry on teachings and instruction through the public media, including electronic broadcasting, AM and FM radio, telecasting, microwave distribution, closed circuit transmission, and cable television;

G. This corporation shall have the power to acquire, own and operate such broadcasting and/or telecasting facilities;

F. At no time shall this corporation engage in any activity which is unlawful under the laws of the State of Florida, of the United States of America, or any transaction prohibited by the Internal Revenue Code of 1954, as amended;

H. No compensation, loan or other payment shall be paid or made to any officer, director, incorporator, or any substantial contributor to the corporation unless such payment is permissible as reasonable compensation for services rendered to the corporation

and/or as a reasonable allowance for authorized expenditures incurred on behalf of the corporation; and no part of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such person, or inure, to be used for, accrue to or benefit any such person or any private individual;

I. No solicitation of contributions of this corporation shall be made, and no gift, bequest or devise to the corporation shall be accepted upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose its exemption from payment of Federal and/or State Income Taxes;

J. This corporation may be dissolved only pursuant to the agreement of the Board of Directors. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, or all debts and liabilities of the corporation, shall be distributed to a Not For Profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

ARTICLE X. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a

majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE XI. LOCATION

The location of this Corporation is 711 St. Johns Bluff Road, Suite #7, Jacksonville, Florida, 32225, Duval County, Florida, with a mailing address of 711 St. Johns Bluff Road, Suite #7, Jacksonville, Florida, 32225.

ARTICLE XII. INDEMNIFICATION

This Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or who, at the request of the Board of Directors of the Corporation, may serve or at any time have served as Directors or Officers of another Corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such

persons in connection with the defense or settlement of any claim, action, quit or proceeding in which they, or any of them, are made parties, or a party, of which may be asserted against them or any of them, by reason of being or having been Directors or Officers or a Director or Officer of the Corporation, or of such other Corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in any action, suit or proceeding to be liable for their own negligence or misconduct in the performance of their duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under the law, By-law, agreement, vote of the stockholders, or otherwise, and the Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have hereunto set their hands and seals, this 17th day of July, 1995, A. D., for the purpose of forming this corporation under the laws of the State of Florida.



VALDEZ De L. MACEDO

STATE OF FLORIDA)

COUNTY OF DUVAL)

BEFORE ME, a Notary Public duly authorized in the State and County named above to take oaths and acknowledgements, personally

appeared VALDEX De L. MACEDO, to me personally known as the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who did take an oath before me that they executed and subscribed to these Article, of Incorporation.

NOTARY PUBLIC:

Norma E. Paus

STATE OF FLORIDA AT LARGE

My Commission expires:

(SEAL)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

AMBASSADORS TO THE NATIONS, INC., desiring to organize under the laws of the State of Florida, with its' principal office, as indicated in the Articles of Incorporation of 711 St. Johns Bluff Road, Jacksonville, Florida, 32225, has named ROSE TAKACS LITTLE, 1760 Ravine Side Drive, Jacksonville, Florida, 32225, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Rose Takacs Little
ROSE TAKACS LITTLE
Registered Agent

DATED: 7/27/95

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7/27/95