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ARTICLES OF INCORPORATION

(5)

OF

IGLESIA DE CRISTO MIEL GENESIS SHALOM, INC.
(CHURCH OF CHRIST MIEL GENESIS SHALOM, INC.)

The following are the Articles of Incorporation of Iglesia de Cristo Miel Genesis Shalom, Inc., a non-profit corporation.

ARTICLE I

The name of the corporation shall be:

IGLESIA DE CRISTO MIEL GENESIS SHALOM, INC.

ARTICLE II

1. One of the objectives and purposes of this corporation is to establish and maintain a church or churches and/or a christian ministry and provide a place of worship in Florida.

2. The general nature of the business or businesses to be transacted by the corporation will be the carrying of the business, businesses, and all related activities, duties, acts and procedures connected with providing for the needy, the preaching and dissemination of 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, to be

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an Evangelical, Christian Ministry, with primary interest in evangelism and missionary work, involved in, and associated either directly or indirectly with, but not limited to, miscellaneous services, and other activities to be transacted with either foreign or domestic persons, firms, companies, corporations, partnerships, governments or governmental agencies, and any other business or businesses, to the full extent permitted by the laws of Florida as a nonprofit corporation. The purposes of the corporation are exclusively religious within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the corporation is then located, exclusively for such purposes.

The ministries that this church/ministry will establish include, but are not limited to:

A. To engage in, promulgate, foster, promote and otherwise cause to be affected the preaching, teaching and spreading of the Gospel, tenets, principals, concepts, admonitions, words, thoughts,

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projections, revelations and the whole embodiment of the Holy Bible, according to its purposes, reasons for being and existence, together with all the concepts, reasoning and precepts, and more particularly the revelation of and speaking of God, the Father and Creator of mankind.

B. To engage in the ministry to man and mankind without limitation, which ministry shall include, but not 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 being's 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 for 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 improvement in the relationship of human beings among themselves.

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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 principal that such relationship will then be reflected among all men for the enhancement and elevation thereof.

D. To regularly assemble together the members of this 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.

E. To involve every member of this ministry in its fellowships and activities and in the move of the Holy Spirit.

F. To help solving family and marital problems so that the home life of each member can be healthy and fruitful by Biblical standards.

G. To perform sacramental ceremonies such as baptism in water, marriage, dedication of infants, the celebration of the Lord's Supper and funeral services.

H. To ordain ministers and provide them with the proper credentials, to assist in the establishment and maintenance of other ministries, including churches; and to send forth missionaries for the establishment and upbuilding of the ministries, both domestic and foreign.

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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 reproduction and publication of recordings, books and other materials; the establishment and operations of a school or schools; and the holding and conducting of seminars, study groups work shops and meetings, by either resident or traveling evangelists, teachers, pastors, 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, to establish a bookstore or bookstores.

J. To establish a program to visit the prisons, with the main purpose of developing a prevention program inside the system, and to make the inmates aware of the Aids epidemic, providing Bible classes, counseling and psychotherapy that could provide the emotional and spiritual support needed to help inmates cope with the system and prepare them to be model citizens when released.

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K. To help the community in providing services that will include aid to the homeless male and female, providing shelter, food, clothes, counseling that could help them integrate back into society, support groups, Bible classes and referrals to community/governmental medical agencies.

L. To help the community in general conducting seminars and conferences in Public Schools and churches for Aids prevention, and drug and alcohol prevention.

M. To help the community in providing aid to female and male HIV patients giving them shelter, food, clothes, counseling, support groups, Bible classes, referrals to community/government medical agencies and recuperation program for substance abusers. To provide comprehensive care services for children, youth, women, and families who are infected or affected by human immune deficiency HIV and to link comprehensive care.

N. A health care for homeless children and substance abusers, establishing centers that provide shelter, food, clothes, Bible classes, and education, including foreign countries.

O. Establish a program to visit the hospitals and the elderly, providing the spiritual and psychosocial support needed to help the sick.

ARTICLE III ENABLING POWERS

In order to provide any and all of the services set out above, the corporation shall have the power:

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a) To apply for and obtain any and all such licenses and permits of whatever location needed as shall be deemed necessary for the lawful functions of the corporation.

b) To buy, sell or otherwise acquire, handle, hold and dispose of real and personal property or any interest therein; to enter into transactions of any kind or character whatsoever with respect to such real or personal and to dispose of it as may be required.

c) To manage, supervise, operate, control, lease, let and sublet offices, office buildings, and all other kinds and character of property of every nature whatsoever.

d) To purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

e) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

f) To guarantee, acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge, or otherwise dispose of all or any part of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of

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the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy guaranty, or in any other manner whatsoever so far as the same be permitted in the case of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement, or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

g) To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and aid in any way in the formation of any corporation, domestic or foreign.

h) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent

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rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

j) To borrow money and contract debts when necessary for the transaction or business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified event or events, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, now or hereafter authorize, upon such terms and conditions as shall be fixed by the Board of Directors may deem judicious, subject, however, to the provisions of Article III hereof.

k) To acquire by purchase, subscriptions or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

l) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount.

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In GENERAL, to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principal agents, contractors, trustees, or otherwise, within or without the State of Florida, either alone or in company with others, and to carry on any other business in connection therewith, whether specifically stated herein or otherwise, and to do all things not forbidden, and with all the powers conferred upon nonprofit corporations by the laws of the State of Florida.

It is the intention that each of the objects, purposes, and powers specified in each of the paragraphs of this third Article of these Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other articles or paragraphs of these Articles of Incorporation and shall be regarded as independent objects, purposes and powers, and the enumeration of specific purposes and powers shall not be constructed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference any powers, objects, or

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purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida, now or hereafter in effect, or impliedly by any reasonable construction of said law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to operate without stock as per the Laws of Florida.

ARTICLE V BEGINNING CAPITAL

The amount of capital with which this corporation will be started has not been determined yet.

ARTICLE VI TERM

The existence of the corporation is to be perpetual.

ARTICLE VII PLACE OF BUSINESS

The office and principal place of business of this corporation shall be 44 Zamora Avenue, Coral Gables, Florida 33134, and the Registered Agent in charge of such office shall be: PASTOR VICTOR ESTEBAN LEONI, President/Secretary/Director.

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ARTICLE VIII
OFFICERS, DIRECTORS AND MEETINGS

The business of this corporation shall be conducted by a Board of Directors, which shall consist of not less than three (3) nor more than eleven (11) and the following officers: President, one, Vicepresident, Secretary, Treasurer, and/or Secretary-Treasurer and Directors. The number of Directors may be changed from time to time through By-Laws, but shall never be less than three (3). Directors shall hold their annual and special meetings as the By-Laws may provide and may have one or more offices, within or outside the State of Florida. The manner in which the directors are to be appointed shall be stated in the By-Laws.

The names and street addresses of the First Board of Directors and Officers of the corporation are:

| NAME | ADDRESS | TITLE |
|----------------------|--|---------------------------------|
| VICTOR ESTEBAN LEONI | 44 Zamora Ave. Coral Gables, Fla. 33134 | President/Secretary Director |
| CARLOS MAZARIEGOS | 44 Zamora Ave. Coral Gables, Fla. 33134 | Treasurer |
| XIOMARA LEONI | 44 Zamora Ave. Coral Gables, Fla. 33134 | Vice-Pres. |

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ARTICLE IX SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation is as follows:

| NAME | ADDRESS |
|-----------------------------|--|
| PASTOR VICTOR ESTEBAN LEONI | 44 Zamora Ave. Coral Gables, Fla. 33134 |

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation.

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of August, 1996. PASTOR VICTOR ESTEBAN LEONI is personally known to me.

Victor Leoni
 PASTOR VICTOR ESTEBAN LEONI, PRESIDENT/DIRECTOR
 STATE OF FLORIDA)
) S.S.
 COUNTY OF DADE)

BEFORE ME, a Notary Public of the State of Florida at large, personally appeared, PASTOR VICTOR ESTEBAN LEONI, this 6th day of August, 1996, who acknowledged this instrument and was sworn to before me.

Alicia M. Navarro
 NOTARY PUBLIC
 STATE OF FLORIDA

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
 ALICIA M NAVARRO
 NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION NO. CC253230

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CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 617, 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: IGLESIA DE CRISTO MIEL GENESIS SHALOM, INC. (Church of Christ Miel Genesis Shalom, Inc.)
2. The name and address of the registered agent and office is:

PASTOR VICTOR ESTEBAN LEONI
44 Zamora Avenue
Coral Gables, Florida 33134

Victor Leoni

PASTOR VICTOR ESTEBAN LEONI, Registered Agent

Date: 8-6-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE. I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF CHAPTER 617. FLORIDA STATUTES.

Signature: *Victor Leoni*

Date: 8-6-96

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CORAL GABLES, FLA.

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