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**LAW OFFICES OF C. JEAN-JOSEPH**

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September 25, 1996

**via Federal Express**  
**Air Bill No.: 1621754643**

Department of State  
Division of corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

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-09/26/96--01049--010  
\*\*\*\*131.25 \*\*\*\*131.25

Re: Mahalaleel Baptist Church, Inc.

Dear Sir/Madam:


Enclosed herewith, please find enclosed, via Fedex, an original and one copy of the Articles of Incorporation and Registered Agent Designation for review and filing of record.

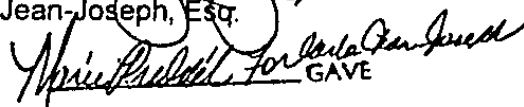
We enclose our check in the amount of \$131.25 for filing fee, certified copy of Articles and certificate.

Upon your review, if you shall require further direction or assistance, you are authorized to call this office collect at (954)236-0202.

Please be kind enough to return our certified copy of the requested Articles and Certificate of Incorporation to our Office via Fedex using the pre-addressed Air Bill No. 1921033811 which payment shall be directly billed to our office account with Fedex.

Sincerely,

  
Carlo Jean-Joseph, Esq.

  
GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DO EXAM

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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BROWN: SEP 27 1996

**ARTICLES OF INCORPORATION  
OF  
MAHALALEEL BAPTIST CHURCH, INC.**

FILED  
SECRETARY OF STATE  
VISITORS DIVISION  
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The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME**

The name of the corporation is MAHALALEEL BAPTIST CHURCH, INC.

**ARTICLE II  
CORPORATION NOT ONE FOR PROFIT**

This corporation is not organized for profit and shall have no capital stock.

**ARTICLE III  
PERPETUAL EXISTENCE**

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida.

**ARTICLE IV  
PURPOSES**

**A) BAPTIST CHURCH**

The purpose of this corporation shall be to establish and maintain a Baptist Church and to provide a place of public worship in the State of Florida, the United States and Internationally, especially Haiti, to establish, maintain and conduct schools for the religious instruction of the young, and to further other religious and charitable work, and to that end may adopt and establish bylaws, and make all rules and regulations deemed necessary and expedient for the management of its affairs, in accordance with law and not inconsistent with these articles of incorporation; and, to take, manage, hold and dispose of the property, real and personal of the corporation.

**B) MISSIONARY EFFORTS**

The purpose of this corporation are as follows: To provide facilities for missionaries, clergy, other religious workers and their families who work in establishing and furthering Baptist and Christian Missionary throughout the world specially Haiti and in the general diffusion of the specific and primary purpose for which this corporation is formed is to provide a house of worship where missionaries and other workers may

otherwise prepare in the United States. In connection with its purposes, this corporation may provide any and all kinds of facilities and services necessary or desirable to further the purposes of the corporation, and it may transact any and all business, engage in any and all activities and do any and all things which are lawful for a nonprofit corporation under the laws of the state of Florida.

#### C) RELIGIOUS PUBLICATIONS

To publish and disseminate religious newspapers, books, tracts, Sundays school publications, and the like, and to obtain funds by gifts, collections bequests, and otherwise for the diffusion of sound religious literature.

#### D) CONSTRUCTIVE EVANGELISM

To enlist and organize men and women to labor in behalf of needy and destitute women and children in all parts of the State of Florida and internationally especially Haiti without distinction of race, and to cooperate with the other societies and agencies of the Christian Church in educational and missionary work; to employ men and women to work in destitute localities; to instruct the ignorant and unfortunate in the practice of industry and economy and in the principles of sanitary laws and morality, and to establish schools and evangelistic agencies throughout the United States and internationally especially Haiti.

#### E) CHRISTIAN EDUCATION

To establish and maintain a school, institute or college, for the instruction in and the promotion of The Christian faith and Baptist principles and studies for the intellectual, moral, spiritual and physical development and improvement of mankind, and for the promotion of the harmony, health and happiness of mankind, and to apply such principles and teachings for such purposes, including the treating of diseases and ailments of persons anywhere; and also in that connection, to further carry out these objects, this corporation shall have power to establish and maintain a sanatorium for the treatment and healing of diseases and ailments of persons, and to receive and treat patients; to furnish food and other aids and necessities recommended by this corporation; to use all lawful and usual methods and means of educating, aiding and treating its students and patients; to provide such instruction and aid to persons who personally attend the courses of study and instruction, as well as those who are at a distance; to grant diplomas and confer degrees on its students who are deemed proficient and fitted to receive them.

#### F) BRANCH LEARNING ORGANIZATIONS

For the accomplishment of these objects it has power to establish branch organizations; to establish a library or libraries; to print, publish, bind and distribute such books, magazines, papers and other literature as will further carry out the objects

of this corporation; to lease suitable buildings and equipment, and to acquire by purchase or gifts such personal and real property as may be necessary to carry out the objects of this corporation. and to receive subscriptions and donations of real and personal property to be applied to the uses and purposes of the corporation; to take, hold and manage real and personal property conveyed to it in trust, the income from which is to be applied to the uses and purposes of this corporation, and to execute such trusts; to mortgage or otherwise encumber any of its property, or to sell and convey the same; to permit the use of any of its property for religious, educational, benevolent, or other lawful purposes.

#### **G) WORSHIP OF GOD AND PREACHING THE GOSPEL**

The objects for which this corporation is formed is for the worship of Almighty God and the preaching of the Gospel; to benefit the poor and needy by ministering to their needs and necessities; by assisting them to establish themselves in life by bringing their minds and hearts under the influence of education and the Christian religion, by aiding the erring, the sick, the aged and homeless and by otherwise promoting their welfare according to the rules and regulations and doctrines and disciplines and usages of the Christian Faith and Baptist Doctrines and to carry on every kind of work necessary and incidental to the maintenance of such religious, educational, charitable and philanthropic work, but that all such work shall be conducted not for pecuniary profit.

#### **F) REAL ESTATE ACQUISITION**

Missionary work among the poor, the improvement of the social condition of poor children, mutual religious improvement, the training of clergy and other missionary work, and the purchase, rental, or acquisition of such real estate or the erection of such buildings as are necessary for the above mentioned purposes.

#### **G) BRANCH CHURCHES**

The corporation shall have the power to organize, conduct and supervise BRANCH CHURCHES throughout, Florida the United States and Internationally, including Haiti, which churches shall have the same powers as are conferred in these articles, but shall be subject to and under the control of the incorporated in these articles.

#### **H) FAMILY VALUES AND COMMUNITY INVOLVEMENT**

The purpose for which this corporation is formed shall be educational, philanthropic and civic, to the end that the members shall become more efficient in their homes, broader in their sympathies, and more forceful in raising the standard of civic morality.

## I) CHRISTIAN FELLOWSHIP

To encourage among the members closer personal acquaintance and a friendly spirit of mutual cooperation, and the fostering of Christian Fellowship.

### ARTICLE VI TAX EXEMPT STATUS

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. This corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify, as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (hereafter sometimes referred to as "the Code"), 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 or operated, for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the code.

C. This corporation shall never be operated for the primary purpose of carrying on a trade or business 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 manner, 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. At no time shall this corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Internal Revenue Code of 1954.

F. No compensation, loan or other payment shall be paid or made to any officer, director, incorporator of this corporation, or substantial contributor to it, unless such payment is permissible under paragraph H of this article and except as a reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of this 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 persons or persons, or inure to, be used for, accrue to or to the benefit of any such person or private individual (pursuant to the prohibition contained in Section 501(C)(3) of the Code).

G. No solicitation of contributions to this corporation shall be made, and no gift, bequest or devise to this 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 income taxes.

H. Notwithstanding any other provision of these articles, if at any time or times the corporation shall be a "private foundation" as defined in section 509 of the code, then during such time or times the corporation shall distribute its income for each taxable year at such time and such manner as not to subject the corporation to tax under Section 4942 of the code; shall not engage in any act of self-dealing, as defined in Section 4941 (d) of the code; shall not retain any excess business holdings as defined in Section 4943(c) of the Code; shall not make any investments in any manner as to subject the corporation to tax under Section 4944 of the Code; and shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

1. Upon the termination, dissolution or winding up of this corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) for all liabilities of the corporation, shall be distributed to, and only to, one or more organizations described in Section 501(c)(3) of the Code, and such organization or organizations shall not be "private foundations" within the meaning of the Internal Revenue Code and shall be "publicly supported" within the meaning of that Code.

2. Any references herein to any provision of the Internal Revenue Code of 1954 shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

## ARTICLE VII BOARD OF DIRECTORS

A. The management of this association shall be vested in a board of not less than three nor more than twenty-one directors chosen by ballot from the active members, which shall organize departments and branches, and shall have supervision of all work of the corporation and shall make all contracts and leases.

B. One-third of the board of directors shall be elected by ballot, cast by the active members of the association, at each annual meeting to serve for a period of three years. The board shall have the power to fill any vacancy occurring in the interim of annual meetings. After the establishing of more than three (3) Branch Churches, not more than one-third of the board of directors shall be members of any one Branch Church.

C. The control and management of the affairs of this corporation shall be vested in a board of directors or not less than three nor more than twenty-five and the names of those selected to serve beginning with the incorporation of this corporation and until their successors shall be chosen. The board of directors shall be elected at a regular annual meeting of the directors which shall be held at such place within the state of Florida as shall be determined by the board of directors each year commencing with the year 1997 a date selected by the board of Directors, and each director shall hold office for a term of three years or until his or her successor shall have elected and qualified.

The Board of Directors shall have the right to increase and decrease within the limits above set forth the number of directors of the corporation and shall have the right to fill any vacancy in the board of directors in the manner provided in the bylaws. The board of directors shall have full power to adopt alter and amend bylaws and to make proper rules and regulations for the transaction of the affairs of the corporation and to elect all officers designated.

The Board of Directors shall elect a president, one or more vice presidents, a secretary and a treasurer, any two of which offices other than the office of president and vice president or president and secretary may be held by one person. The time and method of electing such officers and the length of the term of their office shall be fixed in the bylaws. The president and vice president elected shall be members of the board of directors, but the secretary and treasurer need not be members of the board of directors. In addition, the Board of Directors may engage the services of such other employees, including but not limited to an executive secretary and or managing director as may from time to time be deemed necessary or advisable for the objects and purposes of the corporation.

The Board of Directors may appoint an executive committee which shall possess and may exercise the powers of the board of directors in the management and direction of the affairs of the corporation during the intervals between meetings of the board of directors.

#### ARTICLE VIII MEMBERSHIP IN CORPORATION

The members of this corporation shall consist of the persons named as incorporators and such other persons as from time to time may become members in the manner provided by the bylaws.

#### ARTICLE IX VOTING RIGHTS

The voting power and the property rights and interest of all members shall be equal. Each membership shall be entitled to one vote on any and all questions coming

before the members. Every members of the corporation entitled to vote at any meeting of the members, may be represented and vote by proxy.

Members may have one vote for each membership held by him or her.

#### ARTICLE X FORFEITURE

A. Any member who shall fail to comply with requirements of bylaws or rules and regulations made pursuant to bylaws shall, if the board of directors by majority vote so determine, forfeit his or her membership and any and all rights and interest in this corporation and its property.

B. Any person ceasing to be a member, whether voluntarily or by exclusion or by death, shall forfeit all rights and privileges of membership and all rights and claim in and to property of the corporation, and all his or her interest in such property shall vest in the corporation absolutely.

C. Any person ceasing to be a member, whether voluntarily or by expulsion or by death, shall forfeit all rights and privileges of membership and all rights and claim in and to the property of the corporation, and all his or her interest in such property shall vest in the corporation absolutely.

#### ARTICLE XI NONPOLITICAL

The corporation shall not engage nor shall any of its funds, property or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall any of its funds, property or income be contributed to any undertaking, a substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.

#### ARTICLE XII INITIAL REGISTERED OFFICE AND AGENT

The street address and city of the initial office of the corporation is 439 NW 36 street, Lauderdale Lakes Florida 33319 and the name of its initial registered agent is OLIUS MIREUS, 4390 NW 36th street, No, 410, Lauderlakes, Florida 33319

#### ARTICLE XIII INITIAL BOARD OF DIRECTORS



The number of the Directors constituting the Initial Board of Directors of the corporation is seven, and the names and addresses of the persons who are to serve as the initial directors are :

OLIUS MIREUS	260 SW 56th Terr. #106, Margate, Fl 33068
CERAMAND TILERIN	5859 NW 16 St., Sunrise, Fl 33313
JOSEPH B LOSEIL	1122 SW 1st St, FT Lauderdale, Fl 333123
ADORABLE DUPICHE	100 NW 188 St, N. Miami, Fl 33169
CADIEU SYLVAIN	1241 NE 207 Terr. Miami, Fl 33179
GEDEON SYLVAIN	5301 NW 16th Ct, Ft Lauderdale, Fl 33313
VERDELUS ACCUIS	3910 NE 1 Ave FT Lauderdale, 33334

#### ARTICLE IV OFFICERS

The Initial officers of the corporation

PRESIDENT OLIUS MIREUS : 260 SW 56TH TERRACE #106, Margate, Fl 33068  
VICE PRESIDENT GEDEON SYLVAIN : 5301 NW 16th Ct., Ft. Lauderdale, Fl 33313  
SECRETARY CADIEU SYLVAIN : 1241 NE 207 Terr., Miami, Fl 33179  
TRESASURER CERAMAND TILERIN : 5859 NW 16th St., Sunrise, Fl 33313

#### ARTICLE XVI DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (C) (3) AND 170 (C)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or Local Government for exclusive public purpose.

#### ARTICLE XVI INCORPORATORS

The name and address of each Incorporator is:

OLIUS MIREUS	260 SW 56 Terrace #106, Margate, Florida 33068
CERAMAND TILERIN	5859 NW 16th Street, Sunrise, FL 33313
JOSEPH B. LOSEIL	1122 SW 1st Street, Ft. Lauderdale, FL 33313
ADORABLE DUPICHE	100 NW 188th Street, N. Miami, FL 33169
CADIEU SYLVAIN	1241 NE 207th Terrace, Miami, FL 33179
GEDEON SYLVAIN	5301 NW 16th Ct., Ft. Lauderdale, FL 33313
VERDULUS ACCUIS	3910 NE 1st Ave, Ft. Lauderdale, FL 33334

The undersigned incorporator has executed these Articles of Incorporation this 17<sup>th</sup>  
day of September, 1996.

Signature of Incorporators:

Olius Mireus  
OLIUS MIREUS

Ceramand Tilerin  
CERAMAND TILERIN

Cedieu Sylvain  
CEDIEU SYLVAIN

Joseph B. Loseil  
JOSEPH B. LOSEIL

Geleon Sylvain  
GEDEON SYLVAIN

Verdelus Accuis  
VERDELUS ACCUIS

Adorable Dupiche  
ADORABLED DUPICHE

BEFORE ME, the undersigned authority, personally appeared OLIUS MIREUS, who produced a Florida Driver's license # \_\_\_\_\_ CERAMAND TILERIN, who presented a Florida driver's license # \_\_\_\_\_ CEDIEU SYLVAIN, who presented a Florida driver's license # \_\_\_\_\_ JOSEPH B. LOSEIL, who presented a Florida driver's license # \_\_\_\_\_ GEDEON SYLVAIN, who presented a Florida driver's license # \_\_\_\_\_ VERDELUS ACCIUS, who presented a Florida driver's license # \_\_\_\_\_ ADORABLED DUPICHE, who presented a Florida driver's license # \_\_\_\_\_ and executed the foregoing instrument, and they acknowledged before me under oath that they executed said instrument.

WITNESS my hand and official seal in the aforesaid county and state, this  
17<sup>th</sup> day of September, 1996.

Carlo Jean-Joseph



CARLO JEAN-JOSEPH  
My Commission CC525577  
Expires Jan. 15, 2000

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED STATE  
SECRETARY OF CORPORATIONS  
96 SEP 26 PM 3:29

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: MAHALALEEL BAPTIST CHURCH, INC.
2. The name and address of the registered agent and office is:

OLIUS MIREUS

Name

4390 NW 36TH STREET #410

Address (PO Box Not Acceptable)

LAUDERDALE LAKES, FLORIDA 33319

City, State, Zip Code

Having been named to accept service of process for the above stated corporation,  
at the place designated in this certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes relative to the proper and  
complete performance of my duties.

DATED: September 17, 1996

*Olius Mireus*  
OLIUS MIREUS