

N97000005308

Law Office

Anthony Dieguez, P. A.

Suite 411
1840 West 49th Street
Hialeah, Florida 33012

Telephone (305) 556-4106
Facsimile (305) 362-3902

June 10, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-06/12/00-01126-005
*****43.75 *****43.75

Re: Asambleas Misioneras Elim, Inc.

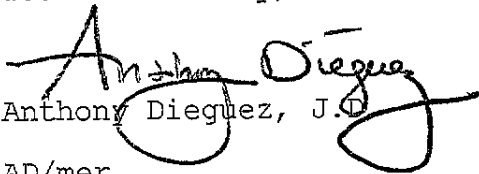
Dear Sir or Madam::

Enclosed please find a check in the amount of \$43.75 representing your fee for the Articles of Amendment regarding Asambleas Misioneras Elim, Inc.

The amount enclosed represents \$35.00 for the filing fee and \$8.75 for a certified copy of the Articles of Amendment.

Your immediate attention to this matter will be appreciated.

Yours cordially,


Anthony Dieguez, J.D.

AD/mer

Enclosures

Anthony Dieguez authorized to add no members entitled to vote and take out word initial in art VI

*Amend.
LFS
7-12-2000*

00 JUL 10 PM 12:50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



RECEIVED JUN 19 2000

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 16, 2000

ANTHONY DIEGUEZ, P.A.
1840 W. 49TH ST., STE. 411
HIALEAH, FL 33012

SUBJECT: ASAMBLEAS MISIONERAS ELIM, INC.
Ref. Number: N97000005308

We have received your document for ASAMBLEAS MISIONERAS ELIM, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes. Enclosed is the correct form.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 300A00034559

Law Office
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1840 West 49th Street
Hialeah, Florida 33012

Telephone (305) 556-4106
Facsimile (305) 362-3902

June 27, 2000

Corporate Records Bureau
Velma Shepard, Corporate Specialist
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

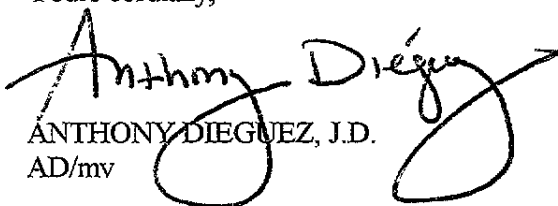
Re: **Asambleas Misioneras Elim, Inc.**

Dear Ms. Shepard:

Enclosed please the corrected Articles of Amendment to Articles of Incorporation of Asambleas Misioneras Elim, Inc.

Also, enclosed please find a letter dated June 16, 2000 as per the request for the changes of the enclosed document.

Yours cordially,


ANTHONY DIEGUEZ, J.D.
AD/mv

Enclosures

00 JUL 10 PM 12: 50

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ASAMBLEAS MISIONERAS ELIM, INC.

(present name)

Pursuant to the provisions of section 617.018, Florida Statutes, this Florida not for profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article IV – This article is being amended to add the names and address of the members of the Board of Directors as follows:

The names and address of the new members of the Board of Directors and Officers who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Rev. Ruben D. Lopez-President
14207 S.W. 165th Street
Miami, Florida 33177

Ernestina Garcia
13334 S.W. 46th Terrace
Miami, Florida 33175

Cesar Moreira-Treasurer
1149 SW 117th Court
Miami, FL 33186

Maurice Szust
4330 S.W. 147th Place
Miami, Florida 33185

Edwin Rivera
10800 S.W. 63rd Street
Miami, Florida 33173

Ricardo Loguzzo-Vice President
10487 S.W. 68th Street
Miami, Florida 33173

Justo H. Torres-Asst. Treasurer
9217 S.W. 157th Path
Miami, Florida 33196

Eduardo L. Alonso-Asst. Secretary
11255 S.W. 43rd Lane
Miami, Florida 33173

Teresa Miglio
310 S.W. 67th Court
Miami, Florida 33144

Lazaro E. Brito
4425 S.W. 117th Avenue
Miami, Florida 33175

Miguel Lopez
8528 S.W. 148th Place
Miami, Florida 33193

Jose E. Arce
9020 S.W. 56th Terrace
Miami, Florida 33173

Teodoro E. Rodriguez-Secretary
7260 SW 138 Court
Miami, FL 33183

Rev. Pastor Ruben Lopez shall serve as the Chairman of the Board of Directors.

Article VI – This article is being amended to change the Registered Agent and Street Address being amended as follows:

The Registered Agent shall be Anthony Dieguez, J.D., 1840 W. 49th Street, Ste. 411, Hialeah, FL 33012.

Article VII – This Article is being added as follows:

The corporation shall continue to pay Pastor Miguel Garcia's salary to his widow along with the housing allowance effective April 1, 2000. This provision shall not be subject to further Amendment, except however to the extent it does not disqualify the corporation of its 501 (C)(3) status.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: the date of each amendment's adoption: April 7, 2000

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the Board of Directors. The number of votes cast for the amendment(s) was/were sufficient for approval. There are no members entitled to vote.

THEREFORE, The Restated Articles shall be as follows:

ARTICLES OF INCORPORATION
OF
ASAMBLEAS MISIONERAS ELIM, INC.

The undersigned, for the purposes of forming a not for profit corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

Name:

The name of the corporation shall be: ASAMBLEAS MISIONERAS ELIM, INC., which corporation shall hereinafter be referred to as the "Corporation".

ARTICLE II

Principal Office and Mailing Address:

The principal office and mailing address of the corporation shall be, 11989 SW 56 Street, Miami, FL 33175.

ARTICLE III

Purpose

This organization shall be for the purpose of fulfilling the Great Commission; spreading the gospel of Christ Jesus throughout the world according to Mark 16:15.

ARTICLE IV

Manner of Election of Directors

1. The affairs of the corporation shall be managed by a Board consisting of a number of directors which shall be determined by the By-Laws of the Corporation, but shall not be less than three (3) in number. In the absence of determination as to the number of members, the Board of Directors shall consist of at least three (3) directors.

2. The Directors of the corporation shall be elected at the annual meeting of the members of in a manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in a manner provided by the By-Laws.

3. The Directors herein named shall serve until the first election of the Directors of the corporation members, and any vacancies in the number occurring before the first election shall be filled by the remaining Directors.

4. The names and address of the new members of the Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Rev. Ruben D. Lopez
14207 S.W. 165th Street
Miami, Florida 33177

Ernestina Garcia
13334 S.W. 46th Terrace
Miami, Florida 33175

Cesar Moreira
1149 SW 117th Court
Miami, FL 33186

Maurice Szust
4330 S.W. 147th Place
Miami, Florida 33185

Edwin Rivera
10800 S.W. 63rd Street
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10487 S.W. 68th Street
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Lazaro E. Brito
4425 S.W. 117th Avenue
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Miguel Lopez
8528 S.W. 148th Place
Miami, Florida 33193

Jose E. Arce
9020 S.W. 56th Terrace
Miami, Florida 33173

Teodoro E. Rodriguez
7260 SW 138 Court
Miami, FL 33183

Rev. Pastor Ruben Lopez shall serve as the Chairman of the Board of Directors.

ARTICLE V

Limitation of Corporate Powers:

The corporation shall have the following powers:

1. The corporation shall have all of the common law statutory powers of a corporation not-for-profit under the laws of Florida and all other powers and duties reasonably necessary to implement and effectuate the purposes of the corporation, as hereinabove set forth, including, but not limited to, the following:

(a) To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value.

(b) To sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner, as in the judgment of the directors, will best promote the purposes of the corporations without limitations, accept such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the By-Laws of the corporation, or any laws applicable thereto.

(c) To do any other act or thing incidental to or connected with the above purposes or advancement thereof, but not for the pecuniary profit for financial gain of its directors, officers except as permitted under the Not-For-Profit Corporation Law.

2. No part of the net earnings of the Corporation shall inure to the benefit of the corporation, or to the benefit of any member, trustee, or officer of said corporation, or any private individual, and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation.

3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

4. The corporation shall not engage in any act of self dealing as defined in Section 4941 (D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

5. The corporation shall not retain any excess business holdings as defined in Section 4943 (C) of the Internal Revenue Code of 1954, or corresponding of any subsequent Federal Tax laws.

7. The corporation shall not make any taxable expenditures as defined in Section 4945 (D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax laws.

8. Notwithstanding any of the provisions of the Certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (C)(3) of the Internal Revenue Code and its regulations as they not exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (C) (2) of such code and regulations as they not exist or as they may hereafter be amended.

9. Upon the dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious and educational

organizations to ELIM FELLOWSHIP in Lima, New York. Should they not be in existence or qualify as a 501(C)(3) organization, then all the assets shall be distributed which will then qualify under the provisions of Section 501 (C) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

10. The powers of the corporation shall be subject to and shall be exercised in accordance with the By-Laws.

ARTICLE VI


Registered Agent and Street Address

The street address of the initial registered office of the corporation is 1840 West 49th Street, #411, Hialeah, FL 33012 and the name of the initial registered agent at such address is: Anthony Dieguez, J.D.

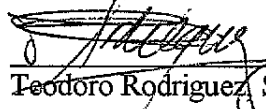
ARTICLE VII

The corporation shall continue to pay Pastor Miguel Garcia's salary to his widow along with the housing allowance effective April 1, 2000. This provision shall not be subject to further Amendment, except however to the extent it does not disqualify the corporation of its 501 (C)(3) status.

IN WITNESS WHEREOF, I subscribed my name, this 23 day of June, 2000.



Rev. Ruben Lopez, President

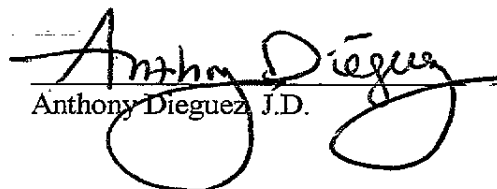


Teodoro Rodriguez, Secretary

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made Registered Agent to accept service of process of the corporation at the initial registered office designation in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Dated this 23 day of June, 2000.



Anthony Dieguez, J.D.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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