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**Rafael de Armas, Esq.**

**Attorney & Counsellor at Law  
1492 Lanco Street  
Port Charlotte, FL 33952**

January 28, 1998

Division of Corporations.  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

In Re: First Baptist Church Ebenezer of Orlando, Inc.  
Our File: 97460

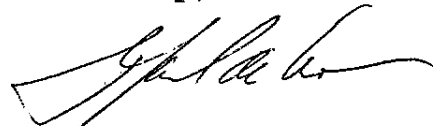
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-02/02/98--01088--007  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Please enclosed find the Articles of Incorporation for the above captioned subject together with one copy thereof and our firm check for \$122.50.

Thank you for your prompt handling of this matter.

Sincerely,



Rafael de Armas, Esq.

RDA:adi

*Rafael de Armas* GAVE  
AUTHORIZATION BY PHONE TO  
~~CONFIDENTIAL~~ *Jill Under French Name*  
DATE 2/1/98  
NO. EXAM 3B

**FILED**  
98 FEB -2 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Telephone: (941) 743-8867; Fax: (941) 637-6866  
E-Mail: rafael@thenutthouse.com  
Cellular Phone: (941) 457-2050

B. BROCK FEB 04 1998

ARTICLES OF INCORPORATION OF  
Premiere Eglise Baptiste Eben-ezer D'Orlando, INC.  
(First Baptist Church Ebenezer of Orlando, Inc.)  
A FLORIDA CORPORATION

WHEREAS, it is deemed to be desirable and in the best interests of this Corporation and its shareholders that it be incorporated pursuant to the Florida Non Profit Corporation Act, Chapter 617; now, therefore, be it:

RESOLVED, that a certified copy of the original Articles of Incorporation for such corporation be attached hereto and that the following Articles of Incorporation for such corporation be hereby adopted as follows:

The undersigned, acting as incorporators of a Florida corporation under the Florida Non Profit Corporation Act, Chapter 617, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is Premiere Eglise Baptiste Eben-ezer D'Orlando, INC .(First Baptist Church Ebenezer of Orlando, Inc.)

ARTICLE II. DURATION

The corporation shall have perpetual existence. The corporate existence will commence on the filing of these articles by the Department of State

ARTICLE III. PURPOSE

The corporation is organized in order to provide religious worship and instruction, churches, schools, missions, pastoriums, and other institutions connected therewith of a religious, educational, charitable and benevolent character to the end that people may be generally instructed and guided concerning these articles of faith which are most surely held among Southern Baptist Churches and to advance spiritual growth and enlightenment, moral and personal purity among people; to promote home and foreign missions; and to aid in the spread of the Gospel of JESUS CHRIST.

ARTICLE IV. INITIAL BOARD OF DIRECTORS

There shall be three members of the initial board of directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

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Rev. Pierre A. Michaud

Address: 1906 West Lee Road, Orlando, FL 32810

Mr. Faleth Diogene

Address: 4820 Donovan Street, Orlando, FL 32808

Mr. Joseph K. Destin

Address: 3417 Pipes-o-the-Glenn Way, Orlando, FL 32808

#### ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address, which is the same as the mailing address, of the initial principal registered office of the corporation is: 1906 West Lee Road, Orlando, FL 32810

and the name of the initial registered agent of the corporation at that address is:

Pierre A. Michaud

#### ARTICLE VI. INCORPORATORS

The names and residence addresses of the subscribers of these Articles of Incorporation are the same as those in Article IV above.

#### ARTICLE VII. CONDUCT OF CORPORATE AFFAIRS

The conduct of the affairs of the Corporation will be limited as outlined in the By-laws of the corporation. The powers of the Corporation are to be regulated as outlined in the By-laws of the Corporation. The manner in which directors are elected or appointed will be as provided in the By-laws of the Corporation.

#### ARTICLE VIII. DISSOLUTION OF CORPORATE AFFAIRS

Upon dissolution of the Corporation, the Board of Directors, shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, and shall at that time qualify as an exempt organization or organizations under section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). The Board of Directors shall determine that assets not disposed of shall be disposed of by the

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

IN PURSUANCE OF Sections 617.013(2)(e) and 607.034(3) Florida Statutes, the following is submitted, in compliance with said Act:

First, that Premiere Eglise Baptiste Eben-ezer D'Orlando, INC., (First Baptist Church Ebenezer of Orlando, Inc.) desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at the city of Arcadia, county of DeSoto, State of Florida, has named Pierre A. Michaud, 7738 Colebrook Dr. Orlando, FL 32818, as its agent to accept service of process within this State.

Premiere Eglise Baptiste Eben-ezer D'Orlando, INC. (First Baptist Church Ebenezer of Orlando, Inc.)

*Pierre A. Michaud*  
Registered Resident Agent

ACKNOWLEDGMENT

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 and any and all other duties. I am familiar with the provisions of the Act concerning the duties and responsibilities of the Registered Agent.

*Pierre A. Michaud*  
By: Pierre A. Michaud  
Registered Resident Agent

executed the foregoing, and they acknowledged before me that they executed it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the state and county aforesaid, this 36<sup>th</sup> day of January 1996.

Margaret B. [Signature]  
Notary Public, State of Florida  
My commission expires: 12/25/99

Margaret B. [Signature]  
Notary Public, State of Florida  
My commission expires: 12/25/99

The foregoing was adopted in a regular business meeting of the Premiere Eglise Baptiste Eben-ezer D'Orlando INC., (First Baptist Church Ebenezer of Orlando, Inc.) held on: 1/26/98

by a majority affirmative vote of the members present and voting in accordance with the constitution and by-laws of the corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 26<sup>th</sup> day of January, 1998.

Faleth Diogene  
President/Incorporator

Joseph K. Destin  
Secretary/Incorporator

STATE OF FLORIDA)

)SS:

COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the state and county set forth above, personally appeared:

Faleth Diogene and

Joseph K. Destin,

known to me and known by me to be the president and the secretary of Premiere Eglise Baptiste Eben-ezer D'Orlando, INC., (First Baptist Church Ebenezer of Orlando, Inc.) and the persons who

circuit court of the county in which the principal office of the corporation is then located, exclusively for such purpose or purposes or to such organization or organizations, as said court shall determine are organized and operated exclusively for the purposes aforementioned.

ARTICLE IX. QUALIFICATIONS FOR MEMBERSHIP

The qualifications for membership in the Corporation and to the Board of Directors are stated in the By-laws. Directors shall be elected or appointed in accordance with the by laws.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 26<sup>th</sup> day of January, 1998.

Pierre A. Michaud  
Incorporator

Faleth Diogene  
Incorporator

Joseph K. Destin  
Incorporator

STATE OF FLORIDA)

)SS:

COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the state and county set forth above, personally appeared: Pierre A. Michaud, Faleth Diogene and Joseph K. Destin, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the state and county aforesaid, this 26<sup>th</sup> day of January, 1998.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA