

N98000001538

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/26/98--01092-016
****122.50 ****122.50

SUBJECT: INCORPORATION OF ² ACTUAL MISSION CHURCH OF CHRIST, INC.

I enclose an original and 1 copy(ies) of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50

SIGNED: 

From:

POWERFUL CORP. C/O CARLOS RIOS

Name

7041 GRAND NATIONAL DRIVE #122

Address

ORLANDO FL 32819
City State Zip

(404) 352-4711
Telephone Number

~~W98-1970~~

~~Dmc~~
~~1-28-98~~

~~W98-2133~~

~~789,638,2550~~

~~2295~~

FILED
98 MAR 16 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1998

POWERFUL CORP.
C/O CARLOS RIOS
7041 GRAND NATIONAL DR #122
ORLANDO, FL 32819

SUBJECT: ACTUAL MISSION CHURCH OF CHRIST, INC.
Ref. Number: W98000001970

We have received your document for ACTUAL MISSION CHURCH OF CHRIST, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

Please return the original and one copy of 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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 998A00004776



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1998

POWERFUL CORP.
C/O CARLOS RIOS
7041 GRAND NATIONAL DRIVE #122
ORLANDO, FL 32819

SUBJECT: ACTUAL MISSION CHURCH OF CHRIST, INC.
Ref. Number: W98000002933

We have received your document for ACTUAL MISSION CHURCH OF CHRIST, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 398A00007537

**ARTICLES OF INCORPORATION
OF
ACTUAL MISSION CHURCH OF CHRIST, INC.**

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98 MAR 16 AM 8:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I- NAME

The name of this Corporation shall be ACTUAL MISSION CHURCH OF CHRIST, INC., with its principal office being located at 5850 Lakehurst Drive, Suite 270-1 Orlando, Florida 32819.

ARTICLE II- PURPOSE AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall be organized exclusively for charitable, religious, educational, literary and scientific purposes, including, for such purposes, the making of distributions, to organizations that qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Laws). This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproducing provided; however, such seal shall always contain the words "corporation not for profit".

(b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, whether situated.

(c) To sell, convey, mortgage, pledge, create security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(e) To purchase, take, receive, subscribe for, or otherwise dispose of, and otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and

otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by any other applicable law within or without the State of Florida.

(I) The elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of its affairs.

(k) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.

(l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To Transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(n) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE III - MEMBERSHIP

The members of this not for profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 5850 Lakehurst Drive, Suite 270-1 Orlando, Florida 32819 and the initial registered agent of the Corporation at that address shall be Roque Elio Lisa. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (3) director initially. The director shall be elected and their number either increased or diminished from time to time as provided in the Bylaws. The names and the street addresses of the initial director of this Corporation are:

Roque Elio Lisa
5850 Lakehurst Drive, Suite 270-1 Orlando, Florida 32819

Eduardo Henrique De Oliveira
5850 Lakehurst Drive, Suite 270-1 Orlando, Florida 32819

Rosana De Oliveira Prado
5850 Lakehurst Drive, Suite 270-1 Orlando, Florida 32819

ARTICLE VI - INCORPORATION

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

Roque Elio Lisa
5850 Lakehurst Drive, Suite 270-1 Orlando, Florida 32819

ARTICLE VII - BYLAWS

Except as otherwise provided by laws, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE VII - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees, and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLES IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - HEADING AND CAPTIONS

The heading or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XI - EARNINGS, DISSOLUTION ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof, including the reimbursement of reasonable expenses incurred in furtherance of the Corporation's purposes. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Upon the liquidation dissolution or winding up of corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, a said Court shall determine, which are organized and operated exclusively for such purposes.

IN THE WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this **twenty first of February 1998**.



Roque Elio Lisa

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF
INCORPORATION**

Roque Elio Lisa, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



Roque Elio Lisa