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4/2, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR - 8 PM 3: 22

IGLESIA PENTECOSTAL JESÚS DE NAZARENO, INC.  
(PENTECOSTAL CHURCH JESUS OF NAZARETH, INC.)  
(A Florida Nonprofit Corporation)  
4307 SKYLINE BOULEVARD  
CAPE CORAL, FLORIDA 33914  
941-772-8974

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-04/08/98--01002--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

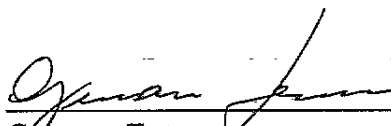
Re: IGLESIA PENTECOSTAL JESÚS DE NAZARENO, INC.  
(PENTECOSTAL CHURCH JESUS OF NAZARETH, INC.)  
(A Florida Nonprofit Corporation)

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for IGLESIA PENTECOSTAL JESÚS DE NAZARENO, INC. (PENTECOSTAL CHURCH JESUS OF NAZARETH, INC.), along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return to me with the filing date stamped on it.

Thank You,

  
GERMAN TORRES

Incorporator  
Enclosures

D. BROWN APR - 8 1998

**ARTICLES OF INCORPORATION  
OF  
IGLESIA PENTECOSTAL JESÚS DE NAZARENO, INC.  
(PENTECOSTAL CHURCH JESUS OF NAZARETH, INC.)  
(A FLORIDA NONPROFIT CORPORATION)**

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**ARTICLE I. NAME**

The name of this corporation shall be IGLESIA PENTECOSTAL JESÚS DE NAZARENO, INC. (PENTECOSTAL CHURCH JESUS OF NAZARETH, INC.).

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State, Division of Corporations. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of Preach the word of God to needy people of southwest Florida..

**ARTICLE IV. POWERS**

This corporation may do and perform all such acts and things, including those generally allowed by the laws of FLORIDA relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

**ARTICLE V. MEMBERSHIP**

Any person who agrees to be bound by these Articles Of Incorporation, the corporate Bylaws, and any rules and regulations which the Board Of Directors may from time to time adopt, and who is a member of IGLESIA PENTECOSTAL JESÚS DE NAZARENO, INC. (PENTECOSTAL CHURCH JESUS OF NAZARETH, INC.).

**ARTICLE VI. MANAGEMENT**

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

Any action required or permitted to be taken by the Board Of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the

proceedings of the Board Of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board Of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Directors without a meeting, and that these Articles Of Incorporation authorize the Board Of Directors to so act. Such a statement shall be prima facie evidence of such authority.

#### **ARTICLE VII. BOARD OF DIRECTORS**

This corporation's initial Board Of Directors shall have three directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than Three (3) persons.

The directors shall be elected annually by this corporation's members. The manner of the election of the directors shall be specified in the corporate Bylaws. The directors named herein, comprising the initial Board Of Directors, shall hold office until the election of directors at the first annual membership meeting.

The names of each individual who shall serve as a member of the Initial Board Of Directors are:

GERMAN TORRES, 513 S.W. 28<sup>TH</sup> STREET, CAPE CORAL, FLORIDA 33914  
MARIA TORRES, 513 S.W. 28<sup>TH</sup> STREET, CAPE CORAL, FLORIDA 33914  
GHISLAINE RUEDA, 4018 S.W. 15<sup>TH</sup> PLACE, CAPE CORAL, FLORIDA 33914

#### **ARTICLE VIII. OFFICERS**

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board Of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting.

The names of the initial officers are:

President	GERMAN TORRES
Vice President	MARIA TORRES
Secretary	GHISLAINE RUEDA
Treasurer	GERMAN TORRES

**ARTICLE IX. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 4307 SKYLINE BOULEVARD, CAPE CORAL, FLORIDA 33914.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: GERMAN TORRES.

**ARTICLE XI. INCORPORATOR**

The names of each of the subscribers to these Articles Of Incorporation are:

GERMAN TORRES      MARIA TORRES      GHISLAINE RUEDA

**ARTICLE XII. BYLAWS**

Corporate Bylaws will be hereinafter adopted by members of the corporation. The corporate Bylaws may be amended or repealed, in whole or in part, by the members of the corporation in the manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

**ARTICLE XIII. AMENDMENT**

Amendments to these Articles Of Incorporation may be proposed by a resolution adopted by the Board Of Directors and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a quorum of this corporation's members.

**ARTICLE XIV. DISSOLUTION**

In the event of the dissolution of this corporation, after paying or adequately providing for the debts or obligations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this corporation unto:

(1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes.

(2) A corporation, trust, or community chest, fund or foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States;

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

(d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund, or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court in the county in which the dissolved corporation had its principal office, upon petition thereof by the Attorney General, or any person concerned in the liquidation.

#### **ARTICLE XV. CONSTITUTION**

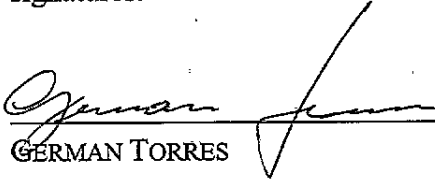
(a) The corporation and its members will at all times abide and be governed and controlled by the Constitution, Bylaws and Policies of IGLESIA PENTECOSTAL JESÚS DE NAZARENO, INC. (PENTECOSTAL CHURCH JESUS OF NAZARETH, INC.) now in force or hereafter from time to time adopted, insofar as any provision of such Constitution and Bylaws may be applicable;

(b) The corporation will comply with all such conditions and requirements as IGLESIA PENTECOSTAL JESÚS DE NAZARENO, INC. (PENTECOSTAL CHURCH JESUS OF NAZARETH, INC.) may prescribe;


(c) Whenever requested by the Board of Trustees of IGLESIA PENTECOSTAL JESÚS DE NAZARENO, INC. (PENTECOSTAL CHURCH JESUS OF NAZARETH, INC.) the corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board; and

(d) No amendments to the Articles of Incorporation or corporate bylaws or change in the purpose of the corporation shall be made without consent of IGLESIA PENTECOSTAL JESÚS DE NAZARENO, INC. (PENTECOSTAL CHURCH JESUS OF NAZARETH, INC.).


The undersigned, constituting this corporation's designated registered agent and this corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of FLORIDA, have executed these Articles Of Incorporation, on the dates indicated next to their signatures.

  
GERMAN TORRES

4/2/98  
Date

  
MARIA TORRES

4/2/98  
Date

  
GHISLAINE RUEDA

4-2-98  
Date

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -8 PM 3:22

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is the IGLESIA PENTECOSTAL JESÚS DE NAZARENO, INC. (PENTECOSTAL CHURCH JESUS OF NAZARETH, INC.).

2. The name and address of the registered agent and office of the corporation is: GERMAN TORRES with a mailing address of 4307 SKYLINE BOULEVARD, CAPE CORAL, FLORIDA 33914.

Dated this 2 day of APRIL, 1998.

IGLESIA PENTECOSTAL JESÚS DE NAZARENO, INC.  
(PENTECOSTAL CHURCH JESUS OF NAZARETH, INC.)

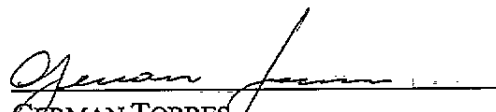
By:

  
GERMAN TORRES

President

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 2 day of APRIL, 1998.

  
GERMAN TORRES  
Registered Agent