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February 09, 1998

Secretary of State
P.O. Box 6323
Tallahassee, Fl. 32314

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-05/18/98-01039-007
****122.50 ****122.50

Re: RIVER OF LIFE CELL CHURCH, INC.

Dear Sir or Madam:

Enclosed herewith please find original Articles of Incorporation and a copy for the above-referenced company. Enclosed also is a check in the amount of \$ 122.50 for filing fee.

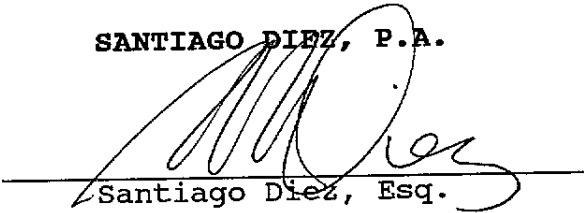
Please return a certified copy of said Articles of Incorporation to us in the enclosed envelope.

Thank you for your attention to this matter.

Very truly yours,

SANTIAGO DIEZ, P.A.

By:


Santiago Diez, Esq.

SD/sf
Encl.

FILED
98 MAY 18 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROWN MAY 21 1998

FILED
98 MAY 18 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR**

RIVER OF LIFE CELL CHURCH, INC.

The undersigned, acting as incorporators of a Not For Profit Corporation pursuant to Chapter 617, Florida Statutes, do hereby associate ourselves in order to form a religious society, and adopt the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be RIVER OF LIFE CELL CHURCH, INC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this corporation shall be :

RIVER OF LIFE CELL CHURCH, INC.
11762 N. Kendall Drive, 184
Miami, Florida 33186

**ARTICLE III
PURPOSES**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

The general nature and object of this corporation is to conduct protestant services for religious worship and instruction and to the end that its own members and others may be generally

instructed and guided concerning those articles of faith which are most surely held among bible-believing, born again believers, and to advance spiritual growth and enlightenment; moral and personal purity among its membership and the people of the community in which it is located, to work actively for and stir up interest in home and foreign missions, and to aid the spread of the Gospel of Jesus Christ. Said corporation shall have sole power to acquire, hold, and dispose of real estate and personal property consisting of, but not limited to, notes, mortgages, stocks, bonds, and securities of all kind, and shall have full power and authority to borrow money and execute its notes, bonds and securities therefore, and to secure same by mortgages or deed of trust upon its real and personal property.

ARTICLE IV
INITIAL BOARD OF DIRECTORS AND ELECTION OF DIRECTORS

The affairs of the corporation shall be managed by its Board of Directors which shall be known as the Board of Elders and Deacons. Directors (Elders and Deacons) shall be elected by the Corporations members in accordance with the bylaws. The number of Directors (Elders and Deacons) constituting the Board of Directors (Elders and Deacons) shall be seven (7), and the names and addresses of the persons who are to serve as Initial Directors (Elders and Deacons) until the first congregational meeting of the Corporation or until successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
William Adkins	15760 SW 148th Terrace Miami, FL 33197

Karl Hugh	7625 SW 171 Street Miami, FL 33157
Mike Shaffer	19730 Bel Aire Drive Miami, FL 33157
Harry Warren	11101 S.W. 172 Terrace Miami, FL 33157
Albert Chin	9810 S.W. 215th Terrace Miami, FL 33189
Rob Brown	15530 S.W. 57th Terrace Miami, FL 33193
Charles Roberts	1459 Martin Court Homestead, FL 33035

ARTICLE V **MEMBERSHIP**

Every person who has accepted the Lord Jesus Christ as savior, and who is willing to confess him publicly is eligible for application for membership in this corporation. Said applicants for membership shall, among other requirements stated in the bylaws, be willing to sign the statement of faith as hereinafter provided in the bylaws.

ARTICLE VI **TERM**

This corporation shall have perpetual existence.

ARTICLE VII **LIMITATIONS OF CORPORATE POWERS**

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, unless limited as follows:

The residual assets of the organization will be distributed to one or more non profit organizations which are tax exempt as described under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or

future United States Internal Revenue Law, in the event the corporation is dissolved.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

ARTICLE VIII

INITIAL REGISTERED AGENT AND OFFICE

The name and the street address of the initial registered agent is WILLIAM Adkins, 15760 SW 148th Terrace, Miami, FL 33197

ARTICLE VII **INCORPORATORS**

The name and street address of the incorporators for these articles of incorporation are:

William Adkins	15760 SW 148th Terrace Miami, FL 33197
Karl Hugh	7625 SW 171 Street Miami, FL 33157
Mike Shaffer	19730 Bel Aire Drive Miami, FL 33157
Harry Warren	11101 S.W. 172 Terrace Miami, FL 33157
Albert Chin	9810 S.W. 215th Terrace Miami, FL 33189
Rob Brown	15530 S.W. 57th Terrace Miami, FL 33193
Charles Roberts	1459 Martin Court Homestead, FL 33035

ARTICLE VIII
AMENDMENTS

These articles of incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors (Elders and Deacons), proposed by them to the members, and approved at a members congregational meeting by a majority of the members entitled to vote thereon, unless all of the Directors (Elders and Deacons) and all of the members sign a written statement manifesting their intention that a certain amendment of these Articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation under the laws of the State of Florida this 12th day of May, 1998.


WILLIAM ADKINS, Incorporator



KARL HUGH, Incorporator


MIKE SHAFFER, Incorporator


HARRY WARREN, Incorporator


ALBERT CHIN, Incorporator


ROB BROWN, Incorporator


CHARLES ROBERTS, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared WILLIAM ADKINS, ~~KARL~~ HUGH, MIKE SHAFFER, ALBERT CHIN, ROB BROWN, CHARLES ROBERTS, and HARRY WARREN, to me well known, or produced drivers' licenses as identification, and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 12 day of May 1998.

Alicia S. Baro
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



Alicia S Baro
My Commission CC588858
Expires Nov. 27, 2000

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

In compliance with the laws of the State of Florida, the following is submitted:

First, that RIVER OF LIFE CELL CHURCH, INC. desiring to organize under the laws of the State of Florida, has named WILLIAM ADKINS, 15760 SW 148th Terrace, Miami, FL 33197 as its statutory registered agent.

ACKNOWLEDGEMENT

Having been made the statutory agent of the above corporation at the place designated in this certificate I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



William Adkins
Registered Agent

DATED: this 12 day of May, 1998.

FILED
98 MAY 18 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA