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LYNN & HANSON, P. A.

ATTORNEYS AT LAW
48 N.E. 15TH STREET
SECOND FLOOR
HOMESTEAD, FLORIDA 33030

TELEPHONE (305) 246-1600
FACSIMILE (305) 248-3098

OF COUNSEL:
PROENZA, ROBERTS AND HURST, P.A.
GROVE PLAZA
2900 MIDDLE STREET
MIAMI, FLORIDA 33133

JOHN M. LYNN
CARL HANSON

November 24, 1998

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****122.50 *****78.75

Secretary of State
Corporations Division
State of Florida
The Capitol
Tallahassee, FL 32304

RE: RE: Holy Temple Pentecostal Church, Inc.
Article of Incorporation
Our File No: 98-161-JML

Gentlemen:

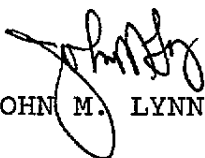
Enclosed please find an original and one copy of the Articles of Incorporation for **HOLY TEMPLE PENTECOSTAL CHURCH, INC.**, together with my check (#9178) in the amount of \$122.50 to cover the cost of filing, computed as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Certificate designating registered agent	<u>35.00</u>
TOTAL	\$ 122.50

Should you have any questions regarding this matter, please do not hesitate to contact my office.

Very truly yours,

LYNN & HANSON, P.A.


JOHN M. LYNN, ESQUIRE

FILED
98 DEC 28 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JML/dmw
Enclosures

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MIAMI, FLORIDA 33133

December 22, 1998

Secretary of State
Division of Corporations
ATTN: Beth Register,
Corporate Specialist Supervisor
P.O. Box 6327
Tallahassee, Florida 32314

RE: RE: Holy Temple Pentecostal Church of South Dade, Inc.
Article of Incorporation
Our File No: 98-161-JML

Dear Ms. Register:

Pursuant to your letter, (copy enclosed), please find enclosed an original and one copy of the Articles of Incorporation for the above-referenced corporation, which has the words of **South Dade** added to make the name distinguishable from the one presently on file.

Should you require any additional information, please do not hesitate to contact my office.

Very truly yours,

LYNN & HANSON, P.A.



JOHN M. LYNN, ESQUIRE

JML/dmw
Enclosures

ARTICLES OF INCORPORATION

FOR

HOLY TEMPLE PENTECOSTAL CHURCH OF SOUTH DADE, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, under the following proposed Articles:

ARTICLE I
NAME

The name of the corporation is: **HOLY TEMPLE PENTECOSTAL CHURCH OF SOUTH DADE, INC.**, and it is located in the City of Homestead, Miami-Dade County, Florida.

ARTICLE II
PURPOSE

The object, general nature and purpose of this corporation shall be to establish and maintain in Miami-Dade County a Pentecostal Church and related activities necessary for the purposes of the church.

ARTICLE III
MEMBERSHIP

The corporation is organized upon a non-stock basis as contemplated in Section 617 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues, any assessments and the method of collection thereof shall be regulated in the By-Laws.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence or until such time as it shall be dissolved by law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
BY-LAWS

The By-Laws of this corporation shall be adopted by the Board of Directors and may be amended and changed from time to time by the Board of Directors.

ARTICLE VI
POWERS

This corporation shall have all powers authorized by Chapter 607 of the Florida Statutes, which powers are not inconsistent with the purposes of the Pentecostal Church and which do not disqualify this corporation from its tax exempt status under the Internal Revenue Code. Said powers shall include, but are not limited to, the power to acquire and hold title in fee simple, in trust, or otherwise, to both real and personal property, and to improve, encumber, sell, convey and dispose of all such property; to borrow money, execute notes, bonds and other evidences of indebtedness and secure the same by mortgage and deeds of trust, annuity bonds and other instruments of indebtedness and pay interest thereon; to improve, adapt and use its property or the income thereof in its religious, educational, benevolent or society activities without financial profit to its members, except as may be necessary in the payment of salaries or other compensation for services rendered; and, subject to the provisions of the By-Laws of the Pentecostal Church, the corporation shall have the power to erect and maintain buildings for the worship of God, for training in Christian faith and conduct and for Christian social intercourse, and to acquire or build and maintain residences for the use and occupancy of its ministers.

ARTICLE VII

INCORPORATORS

The name and residence address of each incorporator to these Articles of Incorporation are as follows:

Dorthea Murphy	853 N.W. 2nd Street Florida City, Florida 33034
Willie Murphy	853 N.W. 2nd Street Florida City, Florida 33034
Johnnie M. Holmes	30510 S.W. 152nd Avenue Leisure City, Florida 33033
Deloris Arthur	21900 S.W. 111th Avenue Miami, Florida 33170

ARTICLE VIII

ORGANIZATION

The business of the corporation shall be conducted by the President and/or Vice President and Secretary and/or Treasurer, who shall be elected by the board of directors of the Church. Provided, however, if the annual meeting is not held as provided in the By-Laws, then all officers shall hold their offices until their successors in office are elected and qualified. The present officers shall have charge of the business of the corporation and shall serve as such until their successors are duly qualified. The present officers are:

President	Dorthea Murphy 853 N.W. 2nd Street Florida City, Florida 33034
Vice President	Willie Murphy 853 N.W. 2nd Street Florida City, Florida 33034
Secretary	Deloris Arthur 21900 S.W. 111th Avenue Miami, Florida 33170
Treasurer	Johnnie M. Holmes 30510 S.W. 152nd Avenue Leisure City, Florida 33033

The Board of Directors shall consist of not less than three (3) or more than fifteen (15) directors. The presently elected Board of Directors of this Church shall serve until such time as their successors in office shall be elected at the annual meeting of members as provided in the By-Laws or such other meeting as provided in the By-Laws. The present Board of Directors consist of the following:

Dorthea Murphy	853 N.W. 2nd Street Florida City, Florida 33034
Willie Murphy	853 N.W. 2nd Street Florida City, Florida 33034
Barrington Arthur	21900 S.W. 111th Avenue Miami, Florida 33170
Deloris Arthur	21900 S.W. 111th Avenue Miami, Florida 33170
Johnnie M. Holmes	30510 S.W. 152nd Avenue Leisure City, Florida 33033

The powers and duties of the officers and directors shall be prescribed by such By-Laws as the board of directors may from time to time adopt. The Board of Directors shall have the power to accept resignations and fill vacancies in the offices of this corporation, including members of the Board of Directors, which vacancies shall be filled as provided in the By-Laws.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 853 N.W. 2nd Street, Florida City, Florida 33034, and the name of the initial registered agent at such address is: DORTHEA MURPHY.

ARTICLE X

AMENDMENTS

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation. In addition, these articles of incorporation may be amended as provided in Chapter 617 of the Florida Statutes, as amended.

ARTICLE XI

AUTHORITY OF OFFICERS AND BOARD

The officers or the board of directors shall represent the corporation in all proceedings but they shall take no action unless authorized and directed by the board of directors and the actions of the board of directors shall be subject to the requirements of the By-Laws.

ARTICLE XII

DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under

Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

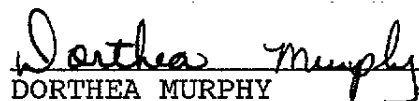
Article XIII

This organization is organized exclusively for charitable, religious and educational 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, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 8 day of NOV, 1998.


DORTHEA MURPHY

Willie D. Murphy
WILLIE MURPHY

Johnnie M. Holmes
JOHNNIE M. HOLMES

Deloris Arthur
DELORIS ARTHUR

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this 8th day of Nov, 1998, personally appeared: DORTHEA MURPHY, WILLIE MURPHY, JOHNNIE M. HOLMES and DELORIS ARTHUR, who are personally known to me or who have produced a copy of their State Driver's Licenses as identification and who did take an oath, as being the persons described in and who executed the foregoing instrument and acknowledged before me that they executed the same of their own free will.

Phyllis Riley
NOTARY PUBLIC
Printed Name:

Phyllis Riley
Phyllis Riley
Notary Public, State of Florida
Commission No. CC 599603
My Commission Ex. 11/07/2000
Bonded Through Fla. Notary Service & Bonding Co.

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

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **HOLY TEMPLE PENTECOSTAL CHURCH OF SOUTH DADE, INC.**
2. The address of the corporation is: **1395 S.W. 8th Street, Homestead, Florida 33030.**
3. The name and address of the registered agent and office is: **Dorthea Murphy, 853 N.W. 2nd Street, Florida 33034.**

Signature: Dorthea Murphy
Corporate Officer

Title: President

Date: 12/22/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 617.0501, FLORIDA STATUTES.

Signature: Dorthea Murphy
Registered Agent

Date: 12/22/98

FILED
98 DEC 28 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA