

ELIZABETH A. WILKINS

ATTORNEY & CERTIFIED MEDIATOR

(ALSO MEMBER COLORADO BAR)

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N98000007345

December 24, 1998

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*****70.00 *****70.00

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

FEDERAL EXPRESS

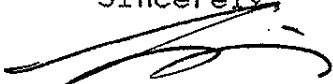
Ref: Articles of Incorporation - Mahanaim Christian Church

Dear Sir/Madam:

Enclosed please find an original and a copy of proposed articles for a new, non profit corporation, together with my check in the amount of \$70.00 to cover the filing fee for the articles and the designation and acceptance of the registered agent, together with a prepaid Federal Express airbill so that you can return this filed copy to me in the quickest way possible. My client wishes to have the corporation in place by the end of 1998 so that services can commence on the first day of the new year.

Please file these articles and return the enclosed copy to me, reflecting the filing date and number. Your courtesy and cooperation in this matter is appreciated.

Sincerely,



Elizabeth A. Wilkins

EAW:ss

Enc.

cc: Client

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98 DEC 28 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MAHANAIM CHRISTIAN CHURCH INC.

ARTICLE I - NAME

The name of this corporation shall be MAHANAIM CHRISTIAN CHURCH INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation is a not for profit corporation, organized specifically and primarily to solicit, collect, accumulate, administer, receive and maintain real and personal property, or both, in whatever form, including cash funds from public and private sources, and, subject to the restrictions and limitations hereinafter set forth; to use and apply the whole or any part of the income therefrom, and the principal thereof, exclusively for religious, charitable, or religious education purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

(a) The general purpose for which this corporation is formed is to operate exclusively for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax

laws, including the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(b) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise, in any political campaign on behalf of any candidate for public office.

ARTICLE IV - ELECTION OF DIRECTORS

The manner of election of directors is as stated in the bylaws of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office of the corporation shall be the address of the registered agent of this corporation, whose name and address is:

Previles Casseus, Pastor
1425 N.W. 5th Avenue
Fort Lauderdale, Florida 33311

The initial registered agent, upon accepting this designation, agrees to comply with the provision of Section 617.0501 and 617.0505, Florida Statutes as amended from time to time, with respect to keeping the office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members. The number of directors may be increased from time to time by a bylaw duly adopted pursuant to the bylaws of this corporation, but may never be less than three. The directors nam-

ed herein as the first board of directors shall hold office until the first annual meeting of the corporation, to be held on June 30th, 1999, at 7:30 P.M. at the office of the corporation at which time an election of directors shall be held.

Directors - elected at the first annual meeting, and at all times thereafter shall serve in accordance with the bylaws of the corporation.

The names and addresses of the initial Board of Directors are:

Previles Casseus
1425 N.W. 5th Avenue
Fort Lauderdale, Fl. 33311

Boniface Etienne
1601 N.E. 3rd Avenue
Fort Lauderdale, Fl. 33305

Wilford Metelus
401 S.W. 83rd Avenue
North Lauderdale, Fl. 33068

ARTICLE VII - ELECTION OF OFFICERS

The Board of Directors shall elect a president, secretary, and/or treasurer, (and such other officers as desired) according to the bylaws of this corporation.

ARTICLE VIII - ADOPTION OF BYLAWS

Subject to limitations contained in the Not For Profit Corporation Act of Florida, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

ARTICLE IX - PROPERTY

The property of this corporation is irrevocably dedicated to

charitable and/or educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

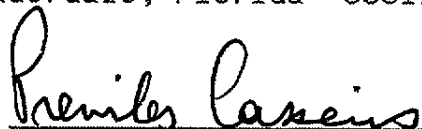
ARTICLE X -- TERMINATION OF CORPORATION

Upon the dissolution or termination 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 or organization which is organized and operated exclusively for 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 a subsequent federal tax law.

ARTICLE XI - INCORPORATOR

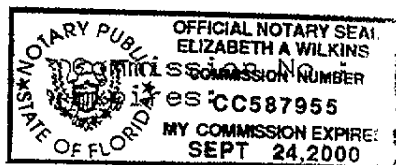
The name and address of the person signing these Articles of Incorporation is:

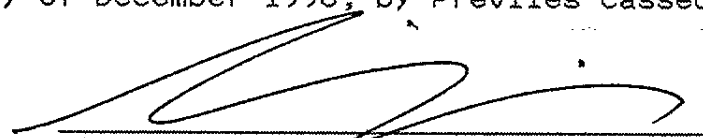
Previles Casseus
1425 N.W. 5th Avenue
Ft. Lauderdale, Florida 33311


PREVILES CASSEUS, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 24 day of December 1998, by Previles Casseus, Incorporator.




Elizabeth A. Wilkins
NOTARY PUBLIC - State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, PREVILES CASSEUS, agrees to act in this capacity and agrees to comply with the provisions of Section 617.0501 and 617.0505 of Florida Statutes relative to keeping open such office.

Date: 12/24/98

Previles Casseus
PREVILES CASSEUS, R.A.

FILED
98 DEC 28 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA