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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

MINISTERIO INTERNACIONAL CRECIENDO EN GRACIA, INC.

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Amended + Restated  
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9/14/04



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 1, 2004

MINISTERIO INTERNACIONAL CRECIENDO EN GRACIA, INC.  
POST OFFICE BOX 4846  
MIAMI LAKES, FL 33014

SUBJECT: MINISTERIO INTERNACIONAL CRECIENDO EN GRACIA, INC.  
REF: N99000001078

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Michelle Milligan  
Document Specialist

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**MINISTERIO INTERNACIONAL CRECIENDO EN GRACIA, INC.**  
**(A Florida Not For Profit Corporation)**

Pursuant to Sections 617.1006 and 617.1007 of the Florida Not for Profit Corporation Act, Ministerio Internacional Creciendo En Gracia, Inc. a Florida not for profit corporation (the "Corporation"), certifies that these Amended and Restated Articles of Incorporation were duly adopted by a unanimous written consent to action by the Board of Directors, dated as of the 9<sup>th</sup> day of August, 2004.

The text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety, effective as of the date of the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of Florida, as follows:

**Article I**  
**NAME**

The name of the corporation is Ministerio Internacional Creciendo En Gracia, Inc. The English translation is "International Ministry Growing in Grace, Inc."

**Article II**  
**PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address of the principal office of the Corporation is 8000 Northwest 25<sup>th</sup> Street, Miami, Florida 33122 and the mailing address is Post Office Box 4846, Miami Lakes, Florida 33014.

**Article III**  
**PURPOSE**

The Corporation is a Florida not-for-profit corporation, organized and to be operated exclusively for religious purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future United States tax laws (the "Code"), and not for pecuniary profit.

**Article IV**  
**MEMBERSHIP**

The Corporation shall not have members.

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TALLAHASSEE, FLORIDA

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**Article V**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 8000 Northwest 25<sup>th</sup> Street, Miami, Florida 33122 and the name of the Corporation's registered agent at that address is Jose L. De Jesus.

**Article VI**  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall initially be five. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than five. The manner of election of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

Jose L. De Jesus  
8000 Northwest 25<sup>th</sup> Street  
Miami, Florida 33122

Carlos Cestero  
8000 Northwest 25<sup>th</sup> Street  
Miami, Florida 33122

Rafael Encarnacion  
8000 Northwest 25<sup>th</sup> Street  
Miami, Florida 33122

Lazaro Sejjo  
8000 Northwest 25<sup>th</sup> Street  
Miami, Florida 33122

Alvaro Albarracin  
8000 Northwest 25<sup>th</sup> Street  
Miami, Florida 33122

**Article VII**  
**DISSOLUTION**

Upon the dissolution or winding up of the 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 Code.

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**Article VIII**  
**LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code and which entitle contributors to the Corporation to deduct their charitable contribution under Section 170(a) of the Code.

There are no members or members entitled to vote on these Amended and Restated Articles of Incorporation.

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors on the 9<sup>th</sup> day of August, 2004.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 9<sup>th</sup> day of August, 2004.

  
Jose L. De Jesus, President