

N99000000 1510

## TRANSMITTAL LETTER

February 5, 1999

Secretary of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, Florida

700002776187--6

-02/15/99--01143--001  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

**Subject: Clester Elijah Matthews Ministries, Inc.**

Please find the enclosed Articles of Incorporation for the subject mentioned corporation. If there are any questions, do not hesitate to give me a call. I can be reached as follows:

Clester Matthews  
2170 N. W. 20<sup>th</sup> Street  
Ft. Lauderdale, Florida 33311

Telephone: 1-954- 484-5486

Thank you for your timely handling of this corporation.

*Clester Matthews*

Sincerely,

FILED  
99 MAR 10 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~W99 11031~~

Dmc  
2/17/99

~~620~~

**FLORIDA DEPARTMENT OF STATE****Katherine Harris**  
Secretary of State

February 17, 1999

**CLESTER MATTHEWS**  
2170 NW 20TH STREET  
FORT LAUDERDALE, FL 33311**SUBJECT: CLESTER ELIJAH MATTHEWS MINISTRIES, INC.**  
Ref. Number: W99000004031

We have received your document for CLESTER ELIJAH MATTHEWS MINISTRIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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

If you have any questions concerning the filing of your document, please call (850) 487-6923.

**Doris McDuffie**  
Corporate Specialist Supervisor

Letter Number: 799A00007177

**ARTICLE OF INCORPORATION  
NON-PROFIT  
OF  
CLESTER ELIJAH MATTHEWS MINISTRIES, INC.**

**FILED**

**99 MAR 10 AM 8:53**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates together for the purpose of constituting a non-profit organization, to operate in accordance with the laws of God and in a non-profit corporate form pursuant to the applicable provisions of the Statutes of the State of Florida relative to corporations not for profit, and hereby covenant and agree as pursuant to Florida Law, Section 617 hereby certifies as follows:

**ARTICLE I  
NAME and LOCATION**

The name of this non-profit corporation shall be :

**CLESTER ELIJAH MATTHEWS MINISTRIES, INC.  
2170 N. W. 20<sup>th</sup> Street  
Fort Lauderdale, Florida 33311**

**ARTICLE II  
PURPOSE**

The purpose for which the non-profit corporation called CLESTER ELIJAH MATTHEWS MINISTRIES, INC., 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. In specific, the objectives and purpose of the ministry is outlined as follows:

1. To disseminate the Gospel of Jesus Christ and the Word of God, to the end that the people of God may be conformed to the image of Jesus Christ.
2. To regularly assemble together the members of this ministry for fellowship one with another and to worship God in spirit and in truth; and to cooperate in the assembling of the whole body of Christ.
3. To provide basic New Testament discipleship to all members.
4. To involve every member of this ministry in its fellowship and activities and in the move of the Holy Spirit.
5. To solve family and marital problems so that the home life of each member is healthy and fruitful by Biblical standards.

6. To baptize in water, to anoint the sick with oil, to marry, to dedicate infants, to celebrate the Lord's Supper: and to bury.

7. To act with charitable concern for, and to help, not only all members of this ministry, but also all men in need of help which this organization can give, regardless of race, social position or religious affiliations, to develop and carry out programs of social action for the poor, widowed, orphaned, afflicted, imprisoned, underprivileged or aged persons, both within and without the ministry.

8. To pray for the needs of all men and for local and national leaders and governments.

9. To support and encourage communication and extension of the Christian Life and witness by sound and comprehensive preaching and teaching of the Holy Bible and of the Gospel of the Lord Jesus Christ to all men, both within this fellowship and elsewhere, not only by conventional modes, but also by all means which will accomplish such communication, extension, teaching and preaching, including but not limited to media of communication developed by modern technology; and in aid of such communication, extension, preaching and teaching, but not for private profit, to sponsor, participate in, conduct or engage in radio broadcasting, television broadcasting, the printing or reproducing and publication of recordings, books and other materials, the establishment and operation of a school or schools, and the holding and conducting of seminars, study groups, work shops and meeting, by either resident or traveling evangelists, teachers or other elders, to receive offerings for such purposes; and to grant aid and pay reasonable compensation for services actually rendered to persons, firms, and corporations for such purposes.

10. To ordain ministers; to assist in the established and maintenance of other ministries; and to sent forth missionaries for the establishment and up-building of other ministries, both domestic as well as foreign.

### **ARTICLE III POWER**

To the end that the afore going objectives and purposes and any related religious and charitable purposes may be carried out, performed and accomplished, this organization shall have the power to engage only in such activities as shall not constitute business unrelated to its religious, benevolent, charitable, literary and educational purposes. It shall engage only in such activities as are permitted to be carried on by corporations whose income is exempt from taxation pursuant to Section 501 (c) (3), and contributions to which are deductible pursuant to Section 170 (c) (2), of the Internal Revenue Code of 1954, or corresponding provisions of any future United States Internal Revenue Code. Any provision elsewhere in these Articles of Incorporation to the contrary notwithstanding, this corporation shall not engage in, nor shall any of its assets be used or applied to, activities which constitute carrying on of propaganda, attempting to influence legislation, or participating in or intervening in any political campaign on behalf of any candidate for public office, nor shall any part of its net earnings or assets inure to the benefit of any private member, except for reasonable compensation for services actually rendered. Subject to the afore going limitations, and subject

specifically to the provisions of Section 617.0105 of the Florida Statutes, this ministry shall have all of the rights and power set forth in Section 617.021 of the Florida Statutes. The purposes set forth in Article II hereof shall likewise be construed as powers.

#### **ARTICLE IV MEMBERSHIP**

The membership of this corporation shall consist of all persons hereinafter named as subscribers to these Articles of Incorporation and all persons who shall meet the following qualifications for membership and who shall be admitted, in the following manner:

1. In order to qualify for membership in this organization, a prospective member must accept, believe in and rely on Jesus Christ for his salvation; must believe that the Holy Bible is the Word of God, must confess his faith in Jesus Christ and give evidence of his intention to keep His commandments; must commit himself to participate actively in the fellowship of this ministry; and must submit himself to the authority of the Board of Directors and the discipline of this ministry.

2. The Board of Directors shall determine whether any applicant for membership meets the afore going qualifications, and if so, the applicant shall be admitted to membership in this organization.

#### **ARTICLE V TERM OF EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

#### **ARTICLE VI BOARD OF DIRECTORS**

The affairs of the ministry, both spiritual and secular shall be directed by the Board of Directors which shall be referred to as the Board and which shall consist of the Head Minister and not less than two (2) members who shall be referred to as Directors. The minimum number of Directors may be increased in accordance with the needs of the ministry as determined from time to time by the Board of Directors. The Directors themselves must be member of the ministry; they must possess the qualification of a Christian as set forth in the relevant teaching of the New Testament and they shall have the duties of Directors as set forth therein, subject to the provisions of Section 741.07, Florida Statutes, and to any rules or by-laws which may be adopted by the Board of Directors. The Board of Directors will make every effort to act with unanimity; but in any event all actions of the Board of Directors shall be with the concurrence of at least two-thirds (2/3) of the Directors. The Board of Directors shall be responsible for the maintenance of scriptural discipline within the ministry and its membership, as well as for the maintenance of membership standards.

In specific, according to Section 617.0202(d), Florida Statutes, the Board of Directors of Clester Elijah Matthews Ministries, Inc. will be elected to serve by the majority vote of the membership of this non-profit corporation. The method of procedures for election is outlined in the bylaws of the corporation.

### **ARTICLE VIII INITIAL BOARD OF DIRECTORS**

The Directors of this corporation shall be:

Director: Clester Elijah Matthews  
2170 N. W. 20<sup>th</sup> Street  
Ft. Lauderdale, Florida 33311

Director: Scott Stephens  
2170 N. W. 20<sup>th</sup> Street  
Ft. Lauderdale, Florida 33311

Director: Cynthia Ford  
2170 N. W. 20<sup>th</sup> Street  
Ft. Lauderdale, Florida 33311

### **ARTICLE IX MANAGEMENT**

The affairs of this corporation shall be administered by its officers, which shall be a president, vice president, and a secretary-treasurer, or a secretary, and a treasurer, and such other assistant or administrative officers as are determined by the Board of Directors from time to time. The Board of Directors shall appoint the officers, and the officers shall serve at the pleasure of the Board of Directors.

### **ARTICLE X BY-LAWS**

The Board of Directors may provide such by-laws for the conduct of its business and the business of the organization as the Board may deem necessary from time to time. Such by-laws may be amended, altered or rescinded by action of the Board of Directors at any regular meeting or any special meeting called for that purpose.

## **ARTICLE XI AMENDMENTS**

These Articles of Incorporation may be amended at any special meeting of the Board of Directors called for that purpose or at any regular meeting of the Board; provided, however, the notice of the fact that an amendment of the Articles of Incorporation is to be considered shall be given in writing to the membership at least one week prior to the date of such meeting. Upon adoption by the Board of Directors, and upon filing with the Secretary of State of the State of Florida, the amendment shall become effective as to these Articles of Incorporation; provided, however, that no amendment to the Articles of Incorporation shall ever conflict with the purposes and power of this ministry as set forth in these Articles of Incorporation.

## **ARTICLE XII DISSOLUTION**

This corporation may be dissolved only pursuant to the agreement of two-thirds (2/3) of the Board of Directors. In the event of such dissolution the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 ( or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Broward County, Florida, or by the Circuit Court ( or equivalent thereof) of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII  
REGISTERED OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this corporation in the State of Florida shall be 2170 N. W. 20<sup>th</sup> Street, Ft. Lauderdale, Florida 33311 or at such other location as may from time to time be designated by the Board of Directors. The Registered Agent shall be the person whose name and address is attached hereto on the "DESIGNATION AND APPOINTMENT OF RESIDENT AGENT."

IN WITNESS WHEREOF, the undersigned subscriber, has hereunto set our hands and seals this 5<sup>th</sup> day of February, 1999 for the purpose of constituting a ministry to operate in a corporate non-profit form pursuant to the applicable provisions of the Statutes of the State of Florida.

x Clara E. Matthews  
Subscriber and Registered Agent

State of Florida|

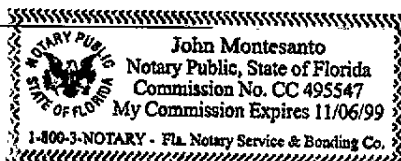
County of Broward|

Before me, the undersigned authority, personally appeared who is well known to me to the person described herein who subscribes to the above Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in \_\_\_\_\_  
Florida County of Broward, this 8 day of March, 1999.

[Signature]  
Notary Public, State of Florida  
Commission Expires:

DL # M320-105-44-284-0





**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

**99 MAR 10 AM 8:53**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The Name of the Corporation is as follows:

**CLESTER ELIJAH MATTHEWS MINISTRIES, INC.**

2. The Name and Address of the registered agent and office is:

Clester Elijah Matthews  
2170 N. W. 20<sup>th</sup> Street  
Ft. Lauderdale, Florida 33311

**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 ACCEPTS THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.**

x Clester E. Matthews  
Signature

3-8-99  
Date